

Rules of Procedure of the Supervisory Board of Carl Zeiss Meditec AG

The Supervisory Board of Carl Zeiss Meditec AG shall adopt the following Rules of Procedure within the scope of the mandatory statutory provisions and the provisions of the Articles of Association¹:

§ 1 Basic principle

The Supervisory Board shall perform its duties in accordance with the statutory provisions, the Articles of Association and these Rules of Procedure. It shall advise the Management Board on the management of the Company and shall monitor its management activity. At the same time, when performing its duties, it shall also cooperate on a basis of trust with the Company's other executive bodies for the benefit of the Company. Its members shall have equal rights and obligations, unless otherwise provided by law, the Articles of Association or these Rules of Procedure. They are not bound by orders or instructions.

§ 2 Membership of of the Supervisory Board

- (1) Each member of the Supervisory Board must have the knowledge, skills and professional experience necessary to properly fulfill their duties, in particular with regard to the Company's international activities, and must be sufficiently independent. At least one member of the Supervisory Board must have expertise in accounting and at least one other member of the Supervisory Board must have expertise in auditing matters; the members must be fully familiar with the sector in which the Company operates. Members of the Supervisory Board shall not hold office for longer than until the end of the Annual General Meeting following the completion of their 65th year of life.

¹ Insofar as the male form is used in these Rules of Procedure for persons or substantives relating to persons, this is not meant to be gender-specific, but is merely intended to improve readability.

- (2) The Supervisory Board shall not have more than two former members of the Management Board. Members of the Supervisory Board may not exercise any executive or advisory functions at major competitors of the Company or a Group company and must not have a personal relationship with a major competitor.
- (3) Each member of the Supervisory Board must ensure that they have sufficient time to fulfill their mandate.
- (4) The provisions of paragraphs (1) to (3) shall be taken into account when proposing candidates for election as members of the Supervisory Board to the Annual General Meeting.
- (5) When nominating candidates for election as members of the Supervisory Board, it must also be ensured that the candidate being nominated – if they are a member of the management board of a listed company – does not already hold more than one other supervisory board mandate and does not chair any supervisory boards of listed companies outside the Group. For all other proposals, it must be ensured that the candidate to be nominated, in the case of listed companies outside the Group, does not assume more than four other supervisory board mandates or more than two other supervisory board mandates and a supervisory board chair.

Each elected member of the Supervisory Board who is also a member of the management board of another listed company, should hold no more than one other supervisory board mandate and no supervisory board chair at listed companies outside the Group. The other elected members of the Supervisory Board shall hold no more than four supervisory board mandates or no more than two supervisory board mandates and one supervisory board chair at listed companies outside the Group.

- (6) The Report of the Supervisory Board shall provide information on the attendance of the individual members of the Supervisory Board at the meetings of the Supervisory Board and its committees.
- (7) Written reports from the Management Board to the Supervisory Board shall be distributed to the members of the Supervisory Board, unless the Supervisory Board resolves otherwise in individual cases.
- (8) Each member of the Supervisory Board shall be authorized to inspect the audit reports prepared by the auditors, the dependency reports and any special reports.

These reports shall only be distributed to the members of the relevant committee, unless the Supervisory Board resolves otherwise in individual cases.

- (9) The remuneration paid by the Company to the members of the Supervisory Board or the benefits granted for services rendered personally, in particular advisory or mediation services, shall be disclosed separately on an individualized basis in the notes to the consolidated financial statements.
- (10) Advisory and other service and work contracts concluded by a member of the Supervisory Board with the Company shall require the approval of the Supervisory Board.
- (11) The granting of loans by the Company to members of the Supervisory Board shall require the approval of the Supervisory Board.
- (12) If the German Corporate Governance Code, as amended, recommends disclosure or reporting in relation to circumstances affecting the Supervisory Board as a whole, its committees or its members, these recommendations should be followed.

§ 3 Duties of the members of the Supervisory Board

- (1) Each member of the Supervisory Board shall be committed to the interests of the Company. Members must not pursue their own personal interests when making decisions, nor may they exploit business opportunities that would benefit the Company for their own personal gain.
- (2) Each member of the Supervisory Board shall immediately disclose to the Chairman of the Supervisory Board any conflicts of interest, in particular those that may arise as a result of an advisory or executive function with customers, suppliers, lenders or other business partners. In its report to the Annual General Meeting, the Supervisory Board should disclose any conflicts of interest that have arisen and how they have been dealt with. Material and not merely temporary conflicts of interest with regard to an individual member of the Supervisory Board should lead to termination of the mandate.
- (3) The members of the Supervisory Board shall maintain confidentiality of confidential information and secrets of the Company, in particular trade and business secrets, which become known to them through their work on the Supervisory Board.

This shall apply in particular to confidential reports and consultations and to the proceedings of Supervisory Board and committee meetings, including the voting. These obligations shall also apply after leaving office. If a member of the Supervisory Board wishes to pass on information to third parties, which cannot be ruled out with certainty as being confidential or Company secrets, the member shall be obliged to inform the Chairman of the Supervisory Board in advance and to give the Chairman the opportunity to comment. Each member of the Supervisory Board shall ensure that the employees engaged by them comply with the duty of confidentiality in the same way.

- (4) Upon termination of membership of the Supervisory Board, all confidential documents (e.g. documents, correspondence, records, including copies in embodied or electronic form) must be returned to the Chairman of the Supervisory Board; the departing members of the Supervisory Board are not entitled to a right of retention.
- (5) Supervisory Board members and persons who have a close relationship with a member of the Supervisory Board in accordance with Article 19 Market Abuse Regulation (EU MAR No. 596/2014) shall inform the Company of own transactions with shares of the Company or related financial instruments, in particular derivatives, as soon as possible but no later than within three working days (all days with the exception of Saturday, Sunday or public holidays), notwithstanding the disclosure obligation to the German Federal Financial Supervisory Authority (BaFin) pursuant to Article 19 MAR. This obligation shall not apply insofar as the overall total of transactions executed by the Supervisory Board member and related parties does not reach a total amount of €20,000.00 by the end of the calendar year.

§ 4 Chairman and Deputy Chairman

- (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 and Deputy Chairman of the Supervisory Board 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) 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.
- (3) The Deputy shall have the legal and statutory rights and obligations of the Chairman only if and to the extent that the Chairman is prevented from exercising these and the law and the Articles of Association do not prescribe otherwise. Under no circumstances shall the Deputy Chairman be entitled to the second vote.
- (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*.
- (5) The Chairman of the Supervisory Board shall maintain regular contact with the Management Board, particularly the Chairman of the Management Board, and shall consult with the Management Board on the Company's strategy, business development, risk situation, risk management and compliance. The Chairman of the Management Board shall immediately inform the Chairman of the Supervisory Board of important events of material significance for assessing the Company's position and development and for managing the Company. The Chairman of the Supervisory Board shall then inform the Supervisory Board and, if necessary, convene a General Committee meeting or an extraordinary Supervisory Board meeting.
- (6) The Chairman or – if the Chairman is prevented from doing so – his Deputy shall be authorized to make the declarations required to implement the resolutions of the Supervisory Board and its committees on behalf of the Supervisory Board. Only the Chairman or – if the Chairman is prevented from doing so – his Deputy shall be authorized to accept declarations on behalf of the Supervisory Board.

§ 5 Supervisory Board meetings

- (1) Meetings of the Supervisory Board shall be held once a quarter (attendance meeting or virtual or mixed form). A meeting shall also be convened if it is required by law or deemed necessary for business reasons.
- (2) The members of the Management Board shall attend the meetings unless the Chairman of the Supervisory Board specifies otherwise. The Supervisory Board should also meet regularly without the Management Board. In the event of the auditor being consulted as an expert during a meeting of the Supervisory Board or one of its committees, the Management Board shall not attend this meeting, unless the Supervisory Board or the committee in question deems its attendance necessary.
- (3) The meetings of the Supervisory Board shall be held by the Chairman with a notice period of 14 days, specifying the place, time and form of the meeting (attendance or virtual meeting or mixed form, i.e., attendance meeting with individual Supervisory Board members permitted to connect by telephone or other means) in text form; the meeting shall be convened at the address last announced to the Management Board. The day on which notice of the meeting is sent out and the day of the meeting itself are not included in this period of notice. In urgent cases, the Chairman may shorten this notice period as appropriate and convene the meeting verbally, by telephone or other common means of telecommunication, in particular electronically by e-mail; there should always be at least three days between the invitation and the date of the meeting.
- (4) The meetings shall take place at the Company's headquarters or at another venue to be announced in the invitation.
- (5) The notice convening the meeting must be accompanied by the agenda. The documents required for assessing the agenda items shall be sent with proposed resolutions no later than eight days prior to the meeting, to ensure that postal voting is possible; this does not apply in the case of (3), clause 3. In the event that inadequate notice has been given of an item on the agenda, a resolution may only be passed if it is not opposed by any member of the Supervisory Board. In this event, absent Supervisory Board members must be given the opportunity to oppose the resolution or submit their vote in writing, by fax, e-mail or other standard means of telecommunication within a suitable period of time as specified by the Chairman of the Supervisory Board. The respective resolution shall take effect only if

the absent Supervisory Board members have not objected within the time period provided, or if they have agreed to it.

- (6) The members of the Supervisory Board are entitled to submit motions to amend or supplement the agenda as well as motions for resolution on the individual items of the agenda to the Chairman in text form; such motions must be justified and submitted in sufficient time to enable them to be served within the time limit laid down in (5), clause 2. The Chairman must inform the other members of the Supervisory Board in text form of any motions substantiated and submitted in a timely manner. Motions submitted or substantiated late shall be discussed in the next meeting unless no member of the Supervisory Board objects to these motions being discussed immediately.
- (6) The Chairman can adjourn a convened meeting before it starts.
- (7) The meetings shall be presided over by the Chairman of the Supervisory Board. The Chairman shall determine the form of the meeting (attendance meeting or virtual meeting, or mixed format, i.e., attendance meeting with permission for individual Supervisory Board members to connect via telephone or other means), the meeting procedure, the order in which the agenda items are discussed, as well as the type, form and order of voting and shall determine the results of the voting. The Chairman of the Supervisory Board shall appoint a secretary, who does not have to be a member of the Management Board or the Supervisory Board, and shall decide whether or not it is necessary to invite experts or consultants to advise on individual agenda items. The Chairman of the Supervisory Board may, at his discretion, suspend or postpone the discussion and resolution of individual agenda items.

§ 6 Resolutions of the Supervisory Board

- (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 its total members required to constitute the Supervisory Board participate in the vote. A member shall be deemed to have participated in the vote even if he or she has abstained. 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) If not all members of the Supervisory Board participate in the resolution, the resolution shall be adjourned at the request of at least two members of the Supervisory Board participating in the resolution (right of adjournment). In the event of an adjournment, the resolution shall be considered again at the next regular meeting, unless a special Supervisory Board meeting is convened in the meantime. A further adjournment based on a minority request is not permissible. If the Chairman of the Supervisory Board participates in the resolution, there shall be no right of adjournment if the same number of Supervisory Board members representing the shareholders and the employees participate in the resolution or if any imbalance is eliminated by individual Supervisory Board members not participating in the resolution.
- (5) 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. Abstentions shall not be counted as votes. 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. This rule shall also apply to the Chairman for votes in the committees.

§ 7 Minutes

- (1) Minutes shall be kept of the Supervisory Board meetings, which shall be signed by the Chairman of the Supervisory Board. The minutes shall state the place and date of the meeting, the attendees, the items on the agenda, the main content of the deliberations and the resolutions of the Supervisory Board. Copies of the minutes shall be sent to each member of the Supervisory Board without delay.
- (2) Resolutions passed outside of meetings shall be documented in minutes by the Chairman of the Supervisory Board. Copies of these minutes shall be sent without delay to each member of the Supervisory Board and shall be included in the minutes of the proceedings of the next meeting.
- (3) The minutes referred to in paragraphs 1 and 2 shall be deemed approved if no member of the Supervisory Board who participated in the resolution has lodged a written objection with the Chairman within one month of the minutes being sent out.
- (4) The wording of the resolutions adopted by the Supervisory Board may be recorded at the meeting and immediately signed by the Chairman as part of the minutes. If resolutions are recorded separately in this form at the meeting, an objection shall only be possible at the meeting.

§ 8 General rules for 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) In addition to the Mediation Committee pursuant to (1), the Supervisory Board shall have a General and Personnel Committee (9), an Audit Committee (10) and a Nominating Committee (11). The committees shall fulfill the functions assigned to them by these Rules of Procedure and special resolutions of the Supervisory Board in the name and on behalf of the Supervisory Board.
- (3) The committee may elect a chairman from among its members unless the Supervisory Board appoints a chairman or a chairman is appointed in accordance with the

law or these Rules of Procedure. The chairman of the committee may consult with members of the Supervisory Board who are not members of the committee. The committee chairmen shall report regularly to the Supervisory Board on the work of the committees.

- (4) The term of office of the members of the committees shall, unless a shorter term of office has been specified by the Supervisory Board at the time of election, be equivalent to their term of office as members of the Supervisory Board.
- (5) The regulations made for the Supervisory Board in the Articles of Association and these Rules of Procedure shall apply accordingly to the internal order of the committees, unless otherwise specified below.
- (6) The committees shall only have a quorum if at least three of its members participate in the passing of a resolution.
- (7) The members of the Management Board shall attend the meetings of the committees if requested by the chairman of the committee.

§ 9 General and Personnel Committee

- (1) The Supervisory Board shall form a General and Personnel Committee. The Chairman of the Supervisory Board shall, by virtue of this function, be Chairman of the General and Personnel Committee.
- (2) The duties of the General and Personnel Committee shall include advising the Management Board, in particular with regard to the Company's strategic orientation (e.g. with respect to technology, products, markets, intellectual property). In addition, the General and Personnel Committee shall support the Chairman of the Supervisory Board between the Supervisory Board meetings and shall assist with the coordination and preparation of the Supervisory Board meetings.
- (3) The General and Personnel Committee shall resolve upon the approval of the business transactions requiring approval submitted by the Management Board.
- (4) The General and Personnel Committee shall meet regularly with the Company's Management Board and shall inform the Supervisory Board of the content of such meetings at its meetings.

- (5) The General and Personnel Committee shall prepare the personnel-related resolutions of the Supervisory Board. Its duties shall include, in particular, the preparation of the resolutions of the Supervisory Board on the conclusion, amendment and termination of service contracts with members of the Management Board as well as granting the approval of the Supervisory Board in the cases of Sections 88, 89, 114, 115 German Stock Corporation Act (AktG) and representation of the Company vis-à-vis members of the Management Board pursuant to Section 112 AktG.

§ 10 Audit Committee

- (1) The Supervisory Board shall form an Audit Committee. At least one member of the Audit Committee must have expertise in accounting and at least one other member of the Audit Committee must have expertise in auditing matters. The expertise in accounting shall consist of specific knowledge and experience in the application of accounting principles and internal control and risk management systems, and the expertise in auditing shall consist of specific knowledge and experience in auditing matters. Accounting and auditing also include sustainability reporting and auditing thereof. The Chairman of the Audit Committee shall be suitably competent in at least one of these two areas. The Chairman of the Supervisory Board may be a member, but shall not be the Chairman of the Audit Committee.
- (2) The Audit Committee shall be concerned in particular with auditing the accounts, including the sustainability reporting, monitoring the accounting process, the efficiency of the internal control system, the risk management system and the internal audit system, as well as auditing the financial statements, in particular selecting and ensuring the independence of the auditor, the quality of the auditing and of any additional services provided by the auditor, issuing the audit mandate to the auditor, determining the audit priorities and the fee agreement, and compliance.
- (3) Any member of the Audit Committee may, via the Chairman of the Audit Committee, obtain information directly from the heads of the corporate departments of the Company who are responsible within the Company for tasks relating to the Audit Committee in accordance with paragraph (2) above. The Chairman of the Audit Committee shall disclose any information obtained to all members of the Audit Committee. In the case of information obtained in accordance with sentence 1, the Management Board shall be informed immediately.

§ 11 Nominating Committee

- (1) The Supervisory Board shall form a Nominating Committee. The members of this committee shall be selected exclusively from among the shareholder representatives.
- (2) In the event of the appointment of new members of the Supervisory Board by the Annual General Meeting, the Nominating Committee shall propose suitable candidates to the Supervisory Board for its election proposals to the Annual General Meeting.

§ 12 Appointment of the Management Board, structure of the Management Board contracts

- (1) The Supervisory Board shall appoint and dismiss the members of the Management Board. Together with the Management Board, the Supervisory Board shall ensure a long-term succession plan. Reappointment prior to one year before the end of the term of appointment with simultaneous termination of the current appointment shall only occur in special circumstances. The age limit for members of the Management Board is stipulated as the completion of the member's 65th year of life.
- (2) The conclusion, amendment and termination of contracts with members of the Management Board shall be prepared by the General and Personnel Committee.

§ 13 Commissioning of the auditor

- (1) Before the Audit Committee makes a proposal for the selection of the auditor, the Audit Committee shall obtain a statement from the intended auditor as to whether and, if so, what professional, financial or other relationships exist between the auditor and his executive bodies and audit managers, on the one hand, and the Company and the members of its executive bodies, on the other, that could give rise to doubts about the auditor's independence. This declaration shall also state to what extent other services were provided to the Company, particularly in the advisory sector, in the previous fiscal year or are contractually agreed for the following year.

- (2) The Audit Committee shall agree with the auditor that the Chairman of the Audit Committee shall be immediately informed of any disqualification or bias issues that may arise during the audit, if these have not been remedied.
- (3) The Audit Committee shall issue the audit mandate to the auditor and shall arrange the fee with the auditor.
- (4) The Audit Committee shall agree that the auditor shall promptly report all findings and events of relevance to the duties of the Supervisory Board that may arise during the course of the audit. The Audit Committee shall consult regularly with the auditor, also without the Management Board.
- (5) The Audit Committee shall agree that the auditor shall inform the Audit Committee or make a note in the audit report if it discovers circumstances during the course of the audit that could result in an inaccuracy of the declaration on the Code issued by the Management Board and the Supervisory Board.
- (6) The auditor shall participate in the deliberations of the Supervisory Board on the annual and consolidated financial statements and shall report on the key results of the audit.

§ 14 Efficiency and compliance audit

- (1) The Supervisory Board shall regularly assess how effectively the Supervisory Board as a whole and its committees are performing their duties. In this context, the Supervisory Board shall be required to assess the efficiency of its activities on a regular basis, but at least every two years, i.e., in particular to review whether the preparation of the meetings, the running of the Supervisory Board meetings, the communication between the members of the Supervisory Board, the input provided by the committees, the number of committees and the frequency of their meetings ensure efficient performance of the Supervisory Board's duties. The recommendations for action derived from the self-assessment shall be reviewed for their implementation at a later date - but within 12 months.
- (2) The Supervisory Board and the Management Board shall report annually in the annual report on the Company's corporate governance. This shall also include an explanation of any deviations from the recommendations of the Code. To ensure continuous compliance with corporate governance, the Supervisory Board shall receive regular reports from the Company's Corporate Governance Officer.

§ 14 Honorary Chairman

- (1) The Supervisory Board may, at the proposal of a member of the Supervisory Board or the Management Board, appoint persons who have rendered outstanding services in the interests of the Company, as its Honorary Chairman.
- (2) An Honorary Chairman is not a member of the Supervisory Board. The duties pursuant to Section 3 of these Rules of Procedure shall apply accordingly to the Honorary Chairman. The Supervisory Board and the Management Board shall thus be authorized at any time to share confidential information, including insider information, with an Honorary Chairman, with the consent of the Chairman of the Supervisory Board.
- (3) An Honorary Chairman shall attend the meetings of the Supervisory Board only as specified in Section 109 (1) sentence 2 AktG. The Honorary Chairman shall not have any voting rights and shall not receive any compensation beyond reimbursement for any necessary expenses.

Jena, 22 March 2023

Dr. Karl Lamprecht
Chairman of the Supervisory Board of Carl Zeiss Meditec AG