

**Articles of Association of Carl Zeiss Meditec AG including the certificate pursuant  
§ 181 Aktiengesetz (German Stock Corporation Act)**

I. GENERAL RULES

§ 1

Company, domicile and financial year

- (1) The business name of the Company is Carl Zeiss Meditec AG.
- (2) The Company's domicile is Jena.  
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- (3) The financial year ends on 30 September.

§ 2

Company's purpose

- (1) The business purpose of the Company is to develop, manufacture and sell medical technology products and systems for diagnosis and therapy and provide accompanying services.
- (2) The Company is entitled to conduct all transactions that are intended, directly or indirectly, to promote its purpose. The Company may acquire similar companies or companies of the same type, acquire interests in such companies, directly or indirectly, represent and take over the administration of other companies and establish new companies or branch offices both in Germany and abroad.

### § 3

#### Notifications

- (1) Announcements of the Company shall be made by publication in the electronic *Bundesanzeiger* (Federal Bulletin).
- (2) Information to shareholders may also be communicated by electronic data transfer.

## II. SHARE CAPITAL AND SHARES

### § 4

#### Share capital

- (1) The share capital of the Company amounts to € 89,440,570.00 divided into 89,440,570.00 no-par-value shares.
- (2) The shares are bearer shares.
- (3) Entitlement to individual share certificates is excluded.
- (4) When issuing new shares, the dividend rights may be regulated in deviation from Art. 60 AktG (German Stock Corporation Act).

- (5) The Management Board is authorized, with the consent of the Supervisory Board, to increase the share capital of the Company, on one or several occasions until 29 March 2027, by a total of up to €26,500,000.00 by issuing new, no-par value shares against cash and/or contributions in kind (Authorized Capital 2022).

Shareholders shall be granted a subscription right with the following restrictions. The Management Board is authorized, subject to the approval of the Supervisory Board, to exclude fractions from the subscription rights of the shareholders.

The Management Board is furthermore authorized, in the case of a capital increase against cash contributions, and with the consent of the Supervisory Board, to exclude the subscription right for an amount of up to 10% of the share capital existing at the effective date of the Authorized Capital 2022 or – if lower – the share capital existing at the time of the resolution on the appropriation of the Authorized Capital 2022, if the issuing amount of the new shares is not significantly lower than the market price of the Company shares already listed at the date of final specification of the issue amount, which should occur as close as possible to the date of placement of the shares. This upper limit of 10% of the share capital shall take into account the pro rata amount of the share capital that is attributable to own shares disposed of from the effective date of this authorization by direct or analogous application of Section 186 (3), Sentence 4 AktG.

The Management Board is also authorized, with the consent of the Supervisory Board, to exclude shareholders' subscription rights for capital increases against contributions in kind to grant shares for the purpose of acquiring companies, parts of companies or investments in companies or other investable assets, including rights and receivables, or within the scope of business combinations.

The above authorizations to exclude subscription rights are limited to a total amount of up to 10% of the share capital existing at the effective date of the Authorized Capital 2022 of – if lower – the share capital existing at the time of passing of the resolution on the utilization of the Authorized Capital 2022. This upper limit of 10% of the share capital shall take into account the pro rata amount of the share capital that is attributable to shares disposed of from the effective date in a manner other than over the stock exchange or by means of an offer to all shareholders.

The Management Board is furthermore authorized to stipulate the further details of the capital increase and its implementation, with the consent of the Supervisory Board.

### III. CONSTITUTION AND ADMINISTRATION OF THE COMPANY

#### § 5

#### EXECUTIVE BODIES

The executive bodies of the Company are:

- a) the Management Board,
- b) the Supervisory Board,
- c) the Annual General Meeting

THE MANAGEMENT BOARD

§ 6

Composition of the Management Board

- (1) The Management Board comprises 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 Chairperson of the Management Board and a Deputy Chairperson 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 Chairperson shall have the casting vote, assuming that the Management Board has more than two members.

§ 7

Standing orders and resolutions of the Management Board

- (1) The Management Board shall pass standing orders regarding internal Board collaboration, in particular the distribution of work; these standing orders require the approval of the Supervisory Board.

- (2) The resolutions of the Management Board are passed by the majority of votes. In the case of a tie, the Chairperson of the Management Board has the deciding vote, insofar as this is legally permissible.

## § 8

### Legal representation of the Company

- (1) The Company is legally represented by
- a) a member of the Management Board, if the Management Board is composed of one member,
  - b) two members of the Management Board or by one member of the Management Board together with a holder of commercial power of attorney if the Management Board is composed of several persons.
- (2) The Supervisory Board can exempt one or several members of the Management Board from the restrictions of multiple representation in compliance with Art. 181 BGB (Civil Code). Art. 112 AktG shall not be affected.

## § 9

### Reports to the Supervisory Board

The obligation of the Management Board to report to the Supervisory Board is based on current laws. Companies that are affiliated to the Company are treated equally with regard to reporting obligations.

§ 10

Limitations on the management authority of the Management Board

- (1) The Management Board is duty bound to the Company to observe the limitations imposed by the Articles of Association, the Supervisory Board, the Annual General Meeting, the employment contract and the standing orders of the Management Board and the Supervisory Board regarding management authority, where these are legally valid.
- (2) The Management Board requires the approval of the Supervisory Board for the measures set out in the current version of the Management Board standing orders.

THE SUPERVISORY BOARD

§ 11

Composition of the Supervisory Board

- (1) The Company's 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 until the end of the Annual General Meeting which discharges them for the fourth financial year after the start of their term of office. The financial year in which the term of office begins is not included. 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) Where 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.
- (5) Members and substitute members of the Supervisory Board can resign their office by submitting a written declaration to the Chairperson of the Supervisory Board or to the Management Board with four weeks' notice. The possibility to resign for compelling reason without observing this notice period remains unaffected, assuming this is not at an inopportune juncture.



§ 12

Chairperson and Deputy Chairperson 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 Chairperson of the Supervisory Board and the Deputy Chairperson in accordance with Section 27 (1) and (2) of the 1976 Co-Determination Act. The term of office of the Chairperson and Deputy Chairperson 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 Chairperson shall only assume the rights and obligations of the Chairperson if the Chairperson is indisposed. Under no circumstances shall the Deputy Chairperson be entitled to the second vote.
- (3) If the Chairperson or Deputy Chairperson 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 Chairperson of the Supervisory Board, the meeting of the Supervisory Board shall be convened by the Deputy Chairperson.
- (4) The election of the Chairperson or Deputy Chairperson may only be revoked for good cause. Good cause shall also include circumstances where the Chairperson or Deputy Chairperson is permanently prevented from exercising their office. For revocation of the election of the Chairperson and the Deputy Chairperson elected in accordance with the Co-determination Act, the provisions on their election shall apply mutatis mutandis.

§ 13

Duties and powers of the Supervisory Board

- (1) The Supervisory Board retains at all times the right to monitor the entire managerial actions of the Management Board and, accordingly, to have access to and check all accounts, documents and assets of the Company. It can also appoint experts to carry out certain of these functions.
  
- (2) The Management Board shall report on a regular basis to the Supervisory Board to the extent specified by the law and these Articles of Association. In addition, the Supervisory Board can require reports about all matters relating to the Company, its legal and business relations with affiliated companies and its business transactions at these enterprises which may be of material importance for the standing of the Company.

§ 14

Declarations of intent of the Supervisory Board

- (1) Declarations of intent by the Supervisory Board and its committees are made on behalf of the Supervisory Board by the Chairperson.
  
- (2) The permanent representative of the Supervisory Board to third parties, especially to courts and authorities and to the Management Board, is the Chairperson.

§ 15

Standing orders

The Supervisory Board can pass standing orders for itself and may avail itself of the services of external experts to support its work. The Supervisory Board may summon experts and persons to provide information to its meetings.

§ 16

Meetings/Convening

- (1) The meetings of the Supervisory Board shall be convened in text form by the Chairperson of the Supervisory Board with notice of 14 days, specifying the location, time and form of the meeting. 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 Chairperson 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) Notice of the meeting must be accompanied by the agenda.
- (3) The meetings shall be presided over by the Chairperson of the Supervisory Board. The Chairperson of the Supervisory Board can adjourn a convened meeting before it starts.

§ 17

Resolutions

- (1) Resolutions of the Supervisory Board are generally passed at meetings. Resolutions may also be passed, by order of the Chairperson 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 Chairperson 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 Chairperson 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.

## § 18

### Committees

- (1) Immediately after the election of the Chairperson and the Deputy Chairperson, 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 Chairperson, the Deputy Chairperson 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 Chairperson of the Supervisory Board belongs to a committee and if a vote in the committee results in a tie, then the Chairperson shall have two votes in the event of a re-vote, if this also results in a tie.

## § 19

### Remuneration of the Supervisory Board

- (1) Each member of the Supervisory Board shall receive a fixed remuneration to the value of € 10,000.00 per year. The Chairperson of the Supervisory Board shall receive double this amount; the Deputy Chairperson and the Chairperson of the Audit Committee shall receive one-and-a-half times this amount.

- (2) Supervisory Board members who are also members of a committee shall receive an additional annual sum of € 5,000.00. The members of the Nominating Committee, the Chairperson of the Audit Committee and the Chairperson and Deputy Chairperson of the General and Personnel Committee shall not receive any additional remuneration for their work on these committees; paragraph 1, sentence 2 remains unaffected.
- (3) The Company shall reimburse the members of the Supervisory Board for their cash expenses.
- Each participating member of the Supervisory Board shall receive an attendance fee of €1,000.00 for attending a meeting of the Supervisory Board. The same shall apply for attendance at meetings of a committee. Meeting attendance shall also include participation in a video or conference call meeting or dial-in to a telephone or video meeting.
- (4) The Company shall reimburse the members of the Supervisory Board for the value added tax on their remuneration.

## § 20

### D&O liability insurance

The Company may take out a Directors' & Officers (D&O) liability insurance policy for the benefit of the members of the Supervisory Board with an appropriate level of coverage.

## § 21

### Calling the Annual General Meeting

- (1) The Annual General Meeting is held at the Company's headquarters or in a German town with more than 50,000 inhabitants.
- (2) The Annual General Meeting is convened by the Management Board or, in certain legally required cases, by the Supervisory Board.
- (3) The Annual General Meeting must be convened at least 36 days before the date of the Meeting, excluding the date of the Annual General Meeting and the date of convocation.

## § 22

### Conditions for participation

- (1) Only shareholders who have registered for the Annual General Meeting with proof of their shareholdings shall be entitled to participate in the Annual General Meeting and exercise their voting right. The registration form must be received by the Company at the address provided in the invitation, in text form, in German or English, at least six days prior to the Annual General Meeting, excluding the date of receipt and the date of the Annual General Meeting.
- (2) Proof of the right to participate in the Annual General Meeting or exercise voting rights must be provided. This shall require proof of shareholdings in text form from the last intermediary, in accordance with the legal requirements. The proof of shareholdings must refer to the beginning of the 21st day prior to the Annual General Meeting and must be received by the Company at the address provided in the invitation at least 6 days prior to the Annual General Meeting, excluding the date of receipt and the date of

the Annual General Meeting. Only those who have furnished proof of their shareholdings in due form and on time shall be deemed shareholders of the Company and be allowed to participate in the Annual General Meeting and exercise their voting right.

### § 23

#### Voting rights

- (1) Each no-par value share entitles the holder to one vote.
- (2) Voting rights may be exercised by a proxy. The granting of proxy, its revocation and the proof of proxy vis-à-vis the Company require the written form; the invitation to the Annual General Meeting may relax the requirements pertaining to the required form.

### § 24

#### Chairperson of the Annual General Meeting

- (1) The Chairperson of the Supervisory Board or any other member of the Supervisory Board representing the shareholders named by him or her shall preside over the Annual General Meeting. If the member of the Supervisory Board who has assumed the direction of the meeting is unable to attend, the Supervisory Board members representing the shareholders who are present shall elect a person as Chairperson of the meeting.
- (2) The Chairperson of the meeting shall regulate the course of the Annual General Meeting and determine the order of the items to be discussed, the voting as well as the voting procedure.



- (3) The Chairperson may place appropriate limits on the time allowed for shareholders to ask questions and speak.

## § 25

### Resolutions of the Annual General Meeting

- (1) Resolutions of the Annual General Meeting shall be passed with a simple majority of the votes cast unless applicable law requires otherwise. In cases where the law demands a majority of the represented share capital in the voting, it is sufficient to obtain a simple majority of the represented share capital, unless the law decrees that a greater majority is demanded.
- (2) In the event of a tied vote the proposal is rejected.
- (3) If a simple majority is not achieved in the first round of voting, a final ballot is held between the two persons receiving the highest numbers of votes. In the event of a tied vote in the second round, the matter is resolved by drawing lots.

## § 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.

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

#### IV. ANNUAL FINANCIAL STATEMENTS AND APPROPRIATION OF PROFITS

##### § 26

##### Annual financial statements and discharge of members of executive bodies

- (1) In the first three months of the financial year, the Management Board shall prepare the annual financial statements and management report as well as consolidated financial statements and consolidated management report for the financial year just ended and submit them to the Supervisory Board and to the auditor appointed by the Supervisory Board. At the same time the Management Board shall submit its proposal for the appropriation of the balance sheet profit to the Supervisory Board.
- (2) The Supervisory Board shall submit a report to the Annual General Meeting on the results of its examination of the documentation in accordance with Para. 1 and on the results of its examination of the report submitted by the auditor on its examination of the financial statements and the Group statement.
- (3) Once the Supervisory Board's report has been submitted, the Management Board shall immediately call an Annual General Meeting which should then take place within the first eight months of the financial year. This should then pass resolutions to discharge the Management Board and the Supervisory Board, to choose an auditor, to determine the use of the balance sheet profit and, where required by law, to approve the annual financial statement.

- (4) When approving the financial statement, the Management Board and Supervisory Board are authorized to transfer the net income remaining after legally required transfers to reserves and any losses carried forward have been deducted, in part or in full, to other profit reserves. It is not permitted to transfer more than half the net income if the other profit reserves exceed half the share capital after the transfer.

#### § 27

##### Appropriation of profits

In compliance with Art. 58 para. 4 AktG, the Annual General Meeting shall resolve the appropriation of the balance sheet profit in the approved financial statement, taking the proportion of the balance sheet profit into account which is due to the Supervisory Board in accordance with Art. 19.

## V. FINAL PROVISIONS

#### § 28

##### Amendments to the Articles of Association by the Supervisory Board

The Supervisory Board is entitled to alter the Articles of Association if such alterations only relate to its wording.

#### § 29

##### Costs of conversion

The Company bears the costs of conversion up to the maximum amount of € 100,000.00.