



MORE LIGHT

Invitation to the virtual Annual General Meeting 2022

JENOPTIK Aktiengesellschaft, Jena
– ISIN DE000A2NB601, WKN A2NB60 –

Convenience translation

We hereby invite our shareholders to attend the virtual Annual General Meeting, i.e., without the physical presence of the shareholders or their proxies, to be held on

Wednesday, June 15, 2022, at 11:00 hours (CEST),

and hereby set out the agenda and proposed resolutions.

The Annual General Meeting will be broadcast live for our shareholders on the password-protected shareholder portal at www.jenoptik.com/investors/annual-general-meeting. Shareholders or their proxies may only exercise their voting rights by means of a postal vote or an authorization with instructions to proxy representatives appointed by the company. The venue of the virtual Annual General Meeting is the company's registered office at Carl-Zeiß-Straße 1, D-07743 Jena. Please note that the virtual Annual General Meeting cannot be attended in person.

I. Agenda

1. Presentation of the adopted Annual Financial Statements, the Consolidated Financial Statements approved by the Supervisory Board, the Combined Management Report for JENOPTIK AG and the Group, the Supervisory Board report, the proposal of the Executive Board regarding the appropriation of accumulated profits, and the Executive Board's explanatory report pursuant to Section 289a of the Commercial Code (HGB) and Section 315a HGB for the fiscal year 2021.

The above-mentioned documents, including the Corporate Governance Statement and the Remuneration Report for the fiscal year 2021, can be viewed on our website at www.jenoptik.com/investors/annual-general-meeting. The documents will also be available there during the virtual Annual General Meeting on June 15, 2022. Pursuant to statutory provisions, no resolution will be passed with regard to agenda item 1, as the Supervisory Board has already approved the Consolidated and Annual Financial Statements, and the Annual Financial Statements have therefore been adopted pursuant to Section 172(1) AktG.

2. Resolution on the appropriation of accumulated profits for the fiscal year 2021

The Executive Board and the Supervisory Board propose that the accumulated profits for the fiscal year 2021, in the amount of 46,043,833.67 euros, be appropriated as follows:

Payment of a dividend of 0.25 euros per dividend-bearing share

| | |
|---|---------------------|
| with 57,238,115 dividend-bearing shares | 14,309,528.75 euros |
| Allocation to revenue reserves | 11,734,304.92 euros |
| Profit carryforward | 20,000,000.00 euros |

If the number of dividend-bearing shares changes prior to the virtual Annual General Meeting, an adjusted proposal for the appropriation of profits will be submitted to the Annual General Meeting with an unchanged dividend payment of 0.25 euros per dividend-bearing share.

If the proposed resolution is accepted, the following will apply to payment of the dividend: since, as in prior years, the dividend will be paid in full from the tax deposit account pursuant to Section 27 of the Corporate Income Tax Act (KStG), the payment will be made without deduction of capital gains tax or the solidarity surcharge. The dividend does not entitle recipients to a tax refund or tax credit.

Pursuant to Section 58(4)(2) AktG, the dividend is due and will be paid on the third business day following the resolution at the Annual General Meeting, i.e., on June 20, 2022.

3. Approval of the Executive Board's actions for the fiscal year 2021

The Executive Board and the Supervisory Board propose that the actions of the Executive Board for the fiscal year ending on December 31, 2021 be approved.

4. Approval of the Supervisory Board's actions for the fiscal year 2021

The Executive Board and the Supervisory Board propose that the actions of the Supervisory Board for the fiscal year ending on December 31, 2021 be approved.

5. Appointment of auditor and Group auditor for the fiscal year 2022

Based on the recommendation made by the Audit Committee to this effect, the Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, be appointed auditor and Group auditor for the fiscal year from January 1 through December 31, 2022.

The Audit Committee declares that its recommendation was made without any undue influence by third parties and that it has not been restricted with regard to its selection of an auditor.

6. New elections to the Supervisory Board

The terms of office of all shareholder representatives on the Supervisory Board will end at the close of the Annual General Meeting on June 15, 2022.

In accordance with Section 11(1) of the company's Articles of Association and Sections 96(1) and (2), 101(1) AktG in conjunction with Sections 1(1), 5(1), 7(1)(1)(1) of the Codetermination Act (MitbestG), the Supervisory Board is comprised of six members elected by the Annual General Meeting and six members elected by the employees (i.e., a total of twelve); at least 30 percent of the members must be women (i.e. at least four) and at least 30 percent must be men (i.e. at least four). The principle of joint fulfillment was, however, vetoed, and so the aforementioned minimum percentages must be fulfilled separately by the employee and shareholder representatives on the Supervisory Board. Of the six shareholder seats on the Supervisory Board, at least two must therefore be taken by women and at least two by men.

The minimum proportion of women and men is currently met, as the Supervisory Board currently has a total of five female and seven male members, with three female members elected or appointed on the shareholder side and two female members on the employee representative side. Following the election of the candidates proposed by the Supervisory Board, the Supervisory Board would continue to comprise three women and three men on the shareholder side, namely Ms. Eckstein, Prof. Keller, and Ms. Nowotne, so that the minimum proportion requirement would continue to be met.

The following proposals for election are based on recommendations of the Supervisory Board's Nomination Committee.

The Supervisory Board proposes that the following persons be elected as shareholder representatives to the Supervisory Board by way of individual voting with effect from the end of this Annual General Meeting:

6.1. Mr. Matthias Wierlacher

Chairman of the Executive Board of Thüringer Aufbaubank, Weimar

for a period until the end of Annual General Meeting that approves the actions in the fiscal year 2025.

6.2 Mr. Evert Dudok

Executive Vice President Connected Intelligence at Airbus, Munich

for a period until the end of Annual General Meeting that approves the actions in the fiscal year 2024.

6.3. Ms. Elke Eckstein

CEO Enics AG (Switzerland), Dresden

for a period until the end of Annual General Meeting that approves the actions in the fiscal year 2024.

6.4. Prof. Ursula Keller

Professor at the Swiss Federal Institute of Technology in Zürich, Physics Department, Uetikon, Switzerland

for a period until the end of Annual General Meeting that approves the actions in the fiscal year 2025.

6.5. Ms. Doreen Nowotne

Independent business consultant, Hamburg

for a period until the end of Annual General Meeting that approves the actions in the fiscal year 2024.

6.6. Mr. Thomas Spitzenpfeil

Managing director/CFO of Schenck Process Holding GmbH, Ludwigsburg

for a period until the end of Annual General Meeting that approves the actions in the fiscal year 2025.

The proposed different terms of office (three members for three years and three members for four years) act to introduce a staggered board. The shortened terms of office make use of the possibility provided for in Section 11(2) of the Articles of Association of JENOPTIK AG to appoint Supervisory Board members for a shorter term of office than the maximum term of office of five years regulated in Section 102 AktG. A staggered board aims to avoid the need to elect a full quota of Supervisory Board members on the shareholder side at an Annual General Meeting, as this can lead to the considerable loss of experience and knowledge about the company on the Supervisory Board. Changing the terms of office in this manner also reflects the expectations of international investors.

The proposals for election take into account the targets set by the Supervisory Board for its composition and aim to fulfill the skills profile drawn up by the Supervisory Board for the full board. The skills profile and target composition of the Supervisory Board are published in the Corporate Governance Statement, which is part of the documents presented and made available under agenda item 1. You can also find the Corporate Governance Statement on our website at www.jenoptik.com/investors/corporate-governance

The Supervisory Board discloses that Mr. Matthias Wierlacher is Chairman of the Executive Board of Thüringer Aufbaubank, a public institution of the Free State of Thuringia. The eleven percent of JENOPTIK AG shares held by Thüringer Industriebeteiligungs GmbH & Co. KG, Erfurt, are attributed to the Free State of Thuringia. Mr. Matthias Wierlacher therefore has a business relationship with a shareholder with a significant stake in the company within the meaning of Recommendation C.13 of the German Corporate Governance Code in the version dated December 16, 2019.

Beyond the aforementioned relationship, the Supervisory Board is of the opinion that there are no further personal or business relationships between the candidates proposed for election to the Supervisory Board and the company, the corporate bodies of the Company, and a shareholder with a significant stake in the Company, the disclosure of which is recommended by Recommendation C.13 of the German Corporate Governance Code in the version dated December 16, 2019.

Purely as a precautionary act, however, the Supervisory Board discloses the following relationship: Mr. Evert Dudok is Executive Vice President of the Connected Intelligence business division at Airbus. Jenoptik maintains supply and service relationships with the Airbus Group. No transactions with the Airbus Group are material for Jenoptik, as revenue with Airbus in the fiscal year 2021 amounted to 17.9 million euros (of which 16.5 million euros with the VINCORION division and 1.4 million euros with the Light & Optics division) and thus less than 2 percent of Jenoptik group revenue. None of these transactions, furthermore, related to the division for which Mr. Dudok was responsible at Airbus. In the opinion of the Supervisory Board, these business relationships do not impair Mr. Dudok's independence, particularly as an agreement on the sale of Jenoptik's VINCORION division was concluded in November 2021. The sale is expected to be completed in the course of 2022.

In the opinion of the Supervisory Board, all proposed candidates are independent within the meaning of the recommendations of the German Corporate Governance Code (in the version dated December 16, 2019), also taking into account the facts disclosed above.

The Supervisory Board announces that Mr. Matthias Wierlacher will again be proposed as the candidate Chairman of the Supervisory Board in the event of his re-election to the Supervisory Board.

Ms. Doreen Nowotne and Mr. Thomas Spitzenpfeil have both expertise in the field of accounting and expertise in the field of auditing within the meaning of Section 100(5) AktG. It is intended to propose Mr. Thomas Spitzenpfeil as Chairman of the Audit Committee if he is elected.

The Supervisory Board has satisfied itself that all proposed candidates are able to devote the expected amount of time to discharging their duties.

Detailed curricula vitae of the candidates proposed for election (including information pursuant to Section 125(1)(5) AktG, overviews of other important activities in addition to the Supervisory Board mandate, and an allocation of the existing skills to the skills profile of the Supervisory Board) are published after this agenda and on the company's website at www.jenoptik.us/about-jenoptik/management/supervisory-board and will also be accessible there during the Annual General Meeting.

It is intended to hold the elections to the Supervisory Board on an individual basis.

7. Resolution on an amendment to the Articles of Association on Supervisory Board remuneration

In accordance with Section 113(3)(1) and (2) AktG, the Annual General Meeting of listed companies must resolve on the remuneration for Supervisory Board members at least once every four years. The remuneration of the members of the Supervisory Board of JENOPTIK AG was confirmed by the Annual General Meeting on June 9, 2021.

The regulation on the remuneration of the Supervisory Board in Section 19 of the Articles of Association of JENOPTIK AG, which has been in force since June 7, 2017, provides for fixed annual remuneration of 40,000.00 euros, further fixed remuneration for activities in committees, and an attendance fee for participation in meetings of the Supervisory Board or the committees.

Due to a large number of new laws and regulations, the requirements for ensuring independent control of the Executive Board by the Supervisory Board have grown further in recent years, accompanied by a sharp increase in the time required for Supervisory Board and committee activities. To ensure that the company remains in a position to compete with other companies in attracting outstandingly qualified candidates for membership of the Supervisory Board, the fixed annual remuneration for Supervisory Board activities in set out in Section 19 of the Articles of Association is to be moderately increased after five years without adjustment. The system of paying purely fixed remuneration will be retained.

Under the proposed new arrangement, each member of the Supervisory Board will in future receive fixed remuneration of 50,000.00 euros (instead of the previous 40,000.00 euros). The Chairman of the Supervisory Board will receive double and their deputy one-and-a-half times this amount. Remuneration for committee activities will remain unchanged. The amount of the attendance fee is to remain unchanged. However, entitlement to the full attendance fee will be extended to also cover virtual meetings. In the view of the Executive Board and the Supervisory Board, the level of the proposed remuneration components is appropriate – also in comparison with the Supervisory Board remuneration of other companies that, like Jenoptik, are listed on the TecDax.

In addition to the amendment to the Articles of Association, a resolution is to be passed on the remuneration of the members of the Supervisory Board, taking into account the proposed amendment to the Articles of Association.

a) **The Executive Board and Supervisory Board propose that Section 19 of the Articles of Association (Supervisory Board Remuneration) be amended as follows:**

“Section 19 Supervisory Board Remuneration

- (1) Each member of the Supervisory Board receives a fixed annual remuneration of 50,000.00 euros for his or her work. The Chairperson of the Supervisory Board receives double this amount and his or her deputy 1.5 times this amount. The fixed remuneration is payable after expiry of the fiscal year.
- (2) In addition, each member of a committee receives annual remuneration of 5,000.00 euros, with the exception of the Audit Committee. The Committee Chairperson receives double this amount. Each member of the Audit Committee receives annual remuneration of 10,000.00 euros. The Chairperson of the Audit Committee receives double this amount and his or her deputy 1.5 times this amount. No compensation is paid for membership committees that have not met convened in the fiscal year. All committee remuneration is payable on expiry of the fiscal year.
- (3) Supervisory Board member who belonged to the Supervisory Board or a committee during part of the fiscal year receive a pro rata temporis compensation.
- (4) For participation on an in-person session of the Supervisory Board or one of its committees, members of the Supervisory Board receive an attendance fee of 1,000.00 euros. This also applies to participation by telephone, video conference, or other electronic means of communication. Half of the attendance fee pursuant to sentence 1 shall be paid for participation in any further meeting held on the same day.
- (5) Expenses incurred by a member of the Supervisory Board in connection with the exercise of his or her duties will be reimbursed against proof in accordance with the generally applicable principles. Reimbursement of travel and accommodation expenses in connection with attendance at a meeting of the Supervisory Board or one of its committees held in Germany is limited to an amount of 1,000.00 euros per meeting. No deduction shall be made from the attendance fee set out in paragraph 4.
- (6) The company also reimburses the members of the Supervisory Board for any value added tax incurred on their remuneration.
- (7) The aforementioned provisions shall apply for the first time with effect from the conclusion of the Annual General Meeting on June 15, 2022. The previous version of Section 19 of the Articles of Association shall apply with respect to remuneration for the members of Supervisory Board for activities which took place within the period of office ending upon the expiry of the Annual General Meeting on June 15, 2022.”

- b) **The Executive Board and Supervisory Board propose that remuneration of members of the Supervisory Board set out in II. above, including the remuneration system, be approved taking into account the new version of Section 19 of the Articles of Association provided for in I. 7. a) on which the remuneration system is based.**

8. Resolution on the approval of the Remuneration Report for the fiscal year 2021

Due to the requirements of the Act Implementing the Second Shareholder Rights Directive (ARUG II), the Executive Board and Supervisory Board must prepare an annual remuneration report in accordance with Section 162 AktG. Pursuant to Section 120a(4) AktG, the Annual General Meeting resolves on the approval of the prepared and audited Remuneration Report for the past fiscal year. In addition to a formal audit to determine whether the regulations required by law pursuant to Section 162(1) and (2) AktG were complied with, the Remuneration Report was also subjected to an additional substantive audit by Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart. The report on this audit is attached to the Remuneration Report. The Remuneration Report, including the report on the audit, is printed below in III. and will be available from the time the Annual General Meeting is convened at www.jenoptik.de, in the Investors/Annual General Meeting section. It will also be available there during this Annual General Meeting.

The Executive Board and Supervisory Board propose that the Remuneration Report for the fiscal year 2021 prepared in accordance with Section 162 AktG and audited by Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, be approved.

II. Remuneration system for the Supervisory Board (agenda item 7)

1. Fixed basic remuneration

In accordance with Section 19 of the company's Articles of Association, each member of the Supervisory Board receives fixed annual remuneration of 50,000 euros in return for their service. No variable remuneration is provided. This is the best way to ensure independent control of the Executive Board by the Supervisory Board.

2. Role allowances

The following allowances are intended to take account of the particular responsibility and greater time commitment associated with individual roles on the Supervisory Board. This also implements the recommendation of Point G.17 of the German Corporate Governance Code.

(a) Chairperson of the Supervisory Board, Deputy Chairperson

The Chairman of the Supervisory Board receives double and their deputy one-and-a-half times their fixed basic remuneration.

(b) Committees, committee chairmen

In addition, each member of a committee receives an annual remuneration in the sum of 5,000 euros per year. The Chairman of the committee receives double this amount. The annual remuneration for members of the Audit Committee, whose duties are particularly labor- and time-intensive, is 10,000 euros. The Chairman of the Audit Committee receives double and their deputy one-and-a-half times this amount.

(c) Cap on committee-related allowances, pro rata payment

Members of committees that have not met during the fiscal year receive no remuneration. Members of the Supervisory Board who have only served on the Supervisory Board or a committee for part of the fiscal year receive a pro rata temporis payment.

3. Due date

All the aforementioned remuneration is payable on expiry of the fiscal year.

4. Meeting allowances, reimbursement of expenses

The members of the Supervisory Board are paid a meeting allowance of 1,000 euros for attending a meeting. This also applies to participation by telephone, video conference, or other electronic means of communication. If several meetings are held on the same day, only half of the attendance fee of 1,000 euros is paid from the second meeting onwards. Verified expenses incurred in connection with a meeting are reimbursed in addition to the meeting allowance, but limited to an amount of 1,000 euros for meetings held in Germany. JENOPTIK AG also reimburses the members of the Supervisory Board for any value added tax applicable to the payment of their expenses.

5. D&O liability insurance

The members of the Supervisory Board are covered by a directors' and officers' liability insurance.

6. Other remuneration arrangements

In the event of departure from the Supervisory Board, there is no provision granting remuneration to the members of the Supervisory Board after the end of their term of office. There are also no further remuneration-related agreements between the company and the members of the Supervisory Board which go beyond the provisions set out in the Articles of Association.

7. Review; dealing with conflicts of interest

At regular intervals and at the latest every four years, the Supervisory Board reviews whether the remuneration received by its members is appropriate in view of their duties and the company situation. The Supervisory Board has the option of making a horizontal market comparison and/or a vertical comparison with the remuneration paid to the company's employees. Due to the special nature of the Supervisory Board's work, a vertical comparison with the remuneration paid to company employees is not generally used when reviewing Supervisory Board remuneration. Depending on the outcome of a review, the Supervisory Board together with the Executive Board may submit a proposal to the Annual General Meeting to adjust Supervisory Board remuneration.

The rules for dealing with conflicts of interest set out in the Rules of Procedure for the Executive Board and Supervisory Board are observed in the procedures for establishing, implementing, and reviewing the remuneration system.

III. Remuneration Report for the fiscal year 2021 (agenda item 8)

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- B. Supervisory Board remuneration

With this report, the Executive Board and Supervisory Board are reporting for the first time, according to the new requirements of the Second Shareholder Rights Directive Implementation Act (ARUG II) in accordance with § 162 AktG, on the remuneration granted and owed to the current and former members of the Executive Board and Supervisory Board of JENOPTIK AG and companies of the Jenoptik Group for the fiscal year 2021, including a comparative presentation of the annual change in remuneration for the members of the Executive Board, the development of the company's earnings and the average remuneration of the employees. The Executive Board and Supervisory Board have decided to subject this remuneration report not only to the formal completeness check required by law but also to a substantive review. The Audit Committee commissioned Ernst & Young Wirtschaftsprüfungsgesellschaft GmbH, Stuttgart, to carry out this audit at its meeting on August 10, 2021.

In terms of revenue and profitability, the fiscal year 2021 was another record year for Jenoptik. Even with the inclusion of VINCORION, the Group performed excellently, with revenue growth of 16.8 percent compared with the prior year and an EBITDA margin of 19.8 percent. Compared to the prior year, revenue from the continuing operations even grew by 22.0 percent. At the same time, these segments achieved an EBITDA margin of 20.7 percent. Even excluding one-off effects in connection with the acquisitions of Trioptics and Interob, the EBITDA margin for the continuing operations was, at 16.7 percent, higher than that of the prior year (15.1 percent). In line with the "Pay for Performance" principle, this performance by Jenoptik is also reflected in the variable remuneration for the Executive Board.

A. Remuneration for the Executive Board

I. Executive Board remuneration system

Following preparation by the Personnel Committee, the Supervisory Board is responsible for specifying the remuneration system and determining the total remuneration for the individual Executive Board members. The criteria for defining the appropriateness of the individual total remuneration are primarily the respective tasks and areas of responsibility of the members of the Executive Board, their personal performance, as well as the economic situation, the success of the company and its future prospects. Standard practice within the comparative environment and in relation to established comparative groups within the company is another factor in the remuneration.

Jenoptik’s corporate strategy focuses on its core expertise in photonics and optics, combined with increased investment in research and development and an active portfolio management. At the same time, Jenoptik wants to grow globally. It is the aim of the remuneration system for members of the Executive Board to provide incentives for implementing this corporate strategy by setting ambitious targets in line with the strategic objectives. In a similar way to the control system, the remuneration system is geared toward the long-term corporate strategy and is also aligned with the Group’s short to medium-term objectives. The company control system’s performance criteria are used to assess the performance of the Executive Board. The long-term targets are in line with envisaged business performance and shall enable a clear assessment of its attainment. A multi-year variable remuneration component and a consideration of sustainability criteria (environmental, social, governance – ESG criteria) in the one-year variable remuneration shall promote Jenoptik’s long-term and sustainable development.

G01 An overview of the remuneration system

| Relative share of total target remuneration | Remuneration components | Description |
|---|---|---|
| 35%–40% | Basic salary | <ul style="list-style-type: none"> - Scheme type: Target bonus model - Limit: max. 200% of target amount - Performance criteria: <ul style="list-style-type: none"> • 40% revenue growth • 40% EBITDA margin • 20% cash conversion rate • Multiplier (0.8 to 1.2) to assess individual and collective performance of the Executive Board and ESG targets |
| <2% | Fringe benefits | |
| 12%–15% | Company pension plan | |
| 17%–23% | One-year variable remuneration | |
| 25%–30% | Multi-year variable remuneration | |
| | Malus & clawback | <ul style="list-style-type: none"> - Opportunity to reduce one-year variable via the multiplier in the sense of a malus - Right of the company to repayment of the multi-year variable (clawback) |
| | Maximum remuneration pursuant to § 87a(1)(2) AktG | <ul style="list-style-type: none"> - Chairman of the Executive Board: 2,550,000 euros p.a. - Ordinary member of the Executive Board: 1,800,000 euros p.a. |

If the targets set are not met, the variable remuneration may be reduced to zero. At the same time, if the targets are exceeded, it can only increase up to a clearly defined upper limit (“cap”) in terms of amount, thereby avoiding an incentive to take excessive risks.

The system of remuneration applicable for the Executive Board in fiscal year 2021 was decided by the Supervisory Board with the assistance of an independent external remuneration advisor and approved at the Annual General Meeting on June 9, 2021 with a majority of 75.96 percent of the votes. The remuneration system is published on the Jenoptik website at www.jenoptik.com/about-jenoptik/management/executive-board-and-executive-management-committee-emc. Chapter A. III. 4 of this remuneration report makes reference to the planned renewed revision of the remuneration system.

Moreover, for Hans-Dieter Schumacher, the remuneration system applicable until 2017 will continue to have consequences, as the virtual shares allocated to him from 2015 to 2017 will be paid out in the years 2020 to 2022. Further details can be found on page 46 of the 2017 Annual Report.

II. Fixing of total target remuneration, appropriateness of Executive Board remuneration

The Supervisory Board has determined the amount of the total target remuneration for the members of the Executive Board in accordance with the remuneration system for Executive Board members. The remuneration for the Executive Board members for 2021 is in line with the remuneration system approved by the 2021 Annual General Meeting. The total target remuneration for Dr. Stefan Traeger increased by 75,000 euros in fiscal year 2021, of which 50,000 euros are for the fixed remuneration, 10,000 euros for the bonus and 15,000 euros for the multi-year variable remuneration. The total target remuneration of Hans-Dieter Schumacher remained unchanged.

T01 Target remuneration for the 2021 fiscal year in euros

| | Dr. Stefan Traeger President & CEO | | | Hans-Dieter Schumacher Executive Board member | | |
|--|---------------------------------------|----------------|------------------|--|----------------|------------------|
| | Target remuneration | Min. | Max. | Target remuneration | Min. | Max. |
| Non-performance-related remuneration | | | | | | |
| Fixed remuneration | 650,000 | 650,000 | 650,000 | 450,000 | 450,000 | 450,000 |
| Fringe benefits | 18,250 | 18,250 | 18,250 | 21,532 | 21,532 | 21,532 |
| Pension contribution | 200,000 | 200,000 | 200,000 | 160,000 | 160,000 | 160,000 |
| Total | 868,250 | 868,250 | 868,250 | 631,532 | 631,532 | 631,532 |
| Performance-related remuneration | | | | | | |
| One-year variable remuneration (bonus for fiscal year 2021) | 320,000 | 0 | 640,000 | 200,000 | 0 | 400,000 |
| Multi-year variable remuneration of which performance shares 2021 | 430,000 | 0 | 860,000 | 300,000 | 0 | 600,000 |
| Total | 750,000 | 0 | 1,500,000 | 500,000 | 0 | 1,000,000 |
| Total remuneration | 1,618,250 | 868,250 | 2,368,250 | 1,131,532 | 631,532 | 1,631,532 |

Maximum remuneration. The maximum remuneration (including pension contributions and fringe benefits) set by the 2021 Annual General Meeting for members of the Executive Board is 2,550,000 euros per fiscal year for the Chairman of the Executive Board and 1,800,000 euros for ordinary members of the Executive Board. The basic remuneration is a fixed value. The upper limits for the one-year and multi-year variable remuneration granted and owed in 2021 – as shown in table T07 – were not reached. Although achievement of the performance targets for the 2021 installment of performance shares will not be measured until the first quarter of 2025, it is already certain that, even if the maximum target is achieved in 2025, the fixed maximum remuneration for the fiscal year 2021 will be met.

Customary level of the specific total remuneration in comparison with other companies and within the company. The review of the appropriateness of the remuneration was conducted by comparing the customary level of remuneration with companies listed on the TecDax and SDax that are comparable in terms of country, size, and sector with Jenoptik. In addition, a vertical review was also undertaken with the remuneration of managers and the workforce as a whole.

III. Specific configuration of the remuneration system

The remuneration for the Executive Board of Jenoptik consists of non performance-related and performance-related components.

1. Non-performance-related remuneration components

Fixed remuneration. The non-performance-related basic salary is paid on a pro rata basis each month. In 2021, it totaled 650,000 euros for Dr. Stefan Traeger (prior year: 600,000 euros) and 450,000 euros for Hans-Dieter Schumacher (prior year: 450,000 euros).

Retirement benefits. Agreements relating to occupational retirement benefits were concluded with the members of the Executive Board. The pension commitment is based on a pension fund reinsured by a life insurance policy. This is a defined contribution scheme within the framework of a provident fund. The annual and the long-term costs for Jenoptik are clearly defined. On reaching retirement age, the payouts will no longer affect Jenoptik – with the exception of a possible subsidiary liability. In 2021, the contributions for the provident fund totaled 200,000 euros for Dr. Stefan Traeger and 160,000 euros for Hans-Dieter Schumacher. They have remained unchanged for Dr. Stefan Traeger since he joined in 2017 and for Hans-Dieter Schumacher since he joined in 2015. The surrender value of the pension commitment in accordance with § 169 of the German Insurance Contract Act (VVG) amounted to 895,746 euros for Dr. Stefan Traeger and 1,072,198 euros for Hans-Dieter Schumacher as of December 31, 2021.

Fringe benefits. There is accident insurance and directors' and officers' liability insurance for the members of the Executive Board. The latter comprises the contractual obligation to pay a deductible amounting to 10 percent of the loss per claim, however up to a maximum sum of 150 percent of the fixed remuneration of the respective Executive Board member. Executive Board members are also entitled to the private use of a company vehicle.

2. Performance-related remuneration components

The **variable remuneration** of the Executive Board is based on target agreements concluded with the respective member of the Executive Board in the first quarter of each calendar year. Jenoptik's long-term and sustainable development is thereby promoted by a multi-year variable remuneration component and a consideration of sustainability criteria (environmental, social, governance – ESG criteria) in the one-year variable remuneration. The same targets are agreed upon with both members of the Executive Board, as the Executive Board functions as a team and implements the targets together.

The variable remuneration comprises two components:

The (one-year) **bonus** (approx. 40 percent of the variable remuneration) is based on the achievement of certain targets within a fiscal year and is paid in the subsequent year.

The second part of the variable remuneration (approx. 60 percent of the variable remuneration) is granted in the form of so-called **performance shares**. To this end, virtual shares are allocated to the members of the Executive Board on an annual basis. For each installment of performance shares granted, the target attainment is determined at the end of a four-year performance period and the amount resulting from a predefined calculation method is paid out.

The total variable remuneration for 2021 may fall between 0 euros and a maximum of 1,500,000 euros for Dr. Stefan Traeger and between 0 euros and a maximum of 1,000,000 euros for Hans-Dieter Schumacher. The value of 0 euros results when less than 50 percent of all targets are achieved. For the respective maximum amount, 200 percent of the targets for one-year variable remuneration and 150 percent of the targets for multi-year variable remuneration must be achieved.

a) Bonus.

(i) System of bonuses. 40 percent of the bonus is dependent on the Group's revenue growth: 75 percent of this target (i.e. 30 percent of the bonus) is reached at 100 percent if the revenue growth from the annual plan adopted by the Supervisory Board for the Jenoptik Group is achieved for the corresponding year without taking into account companies or parts of companies acquired or sold. 25 percent of the revenue growth target (i.e. 10 percent of the bonus) is reached at 100 percent if a certain level of revenue attributable to new acquisitions is achieved (regardless of the acquisition date in relation to the entire fiscal year). 40 percent of the bonus is calculated on the basis of the EBITDA margin contained in the annual plan. The third sub-target, with a 20 percent share of the bonus, is reached at 100 percent if the ratio of free cash flow to EBITDA for the year in question (the so-called "cash conversion rate") reaches the value from the annual plan approved by the Supervisory Board, adjusted for cash effects from special projects not included in the plan.

The yardstick for determining the degree of target attainment does not need to be linear. This means that a target attainment of 200 percent does not necessarily require a doubling of the initial value of the financial key indicator, in the same way as a 50 percent target attainment does not necessarily have to be achieved at half of the originally defined financial baseline for 100 percent. The precise calibration of the targets is based on historical experience and future expectations, as well as the adopted budget of the respective year.

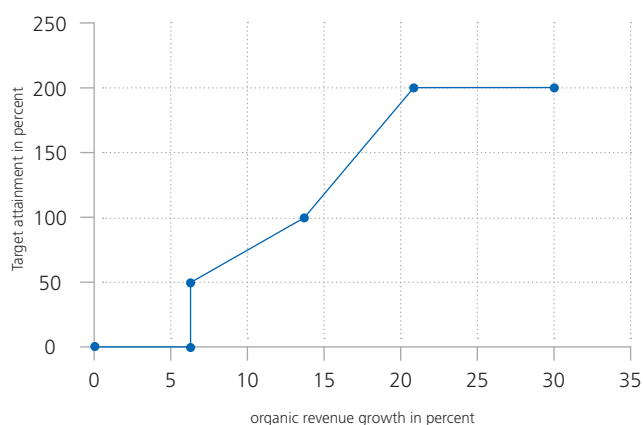
(ii) **Targets for 2021.** The financial targets agreed with the members of the Executive Board for 2021 were:

T02 Financial targets agreed for 2021

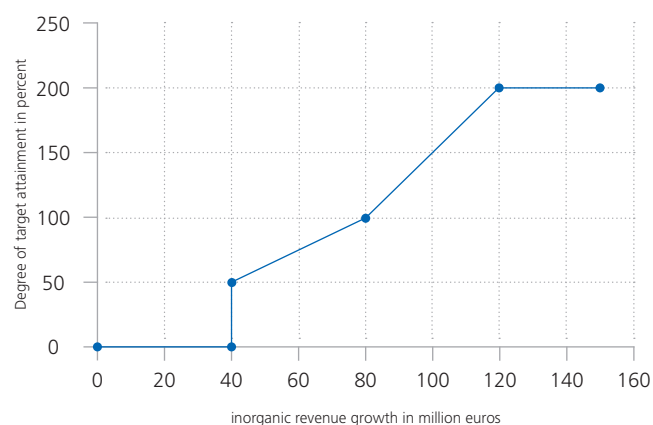
| Ziel | Weighting with target attainment of 100 % | Targets for 2021 in % | | |
|--|---|-----------------------|----------------|-----------------|
| | | 100 | 50 (lower Cap) | 200 (upper Cap) |
| Organic revenue growth in % (acquisitions and divestments are deducted in 2020 and 2021) | 30 % | 13.7 | 6.9 | 20.6 |
| Inorganic revenue growth in million euros (with regard to the complete calendar year) | 10 % | 80.0 | 40.0 | 120.0 |
| EBITDA margin in % | 40 % | 16.4 | 11.0 | 21.0 |
| Cash conversion rate (excluding cash effects from special projects not included in planning) | 20 % | 55.7 | 25.0 | 80.0 |

The following charts illustrate the target attainment curves for the 2021 bonuses:

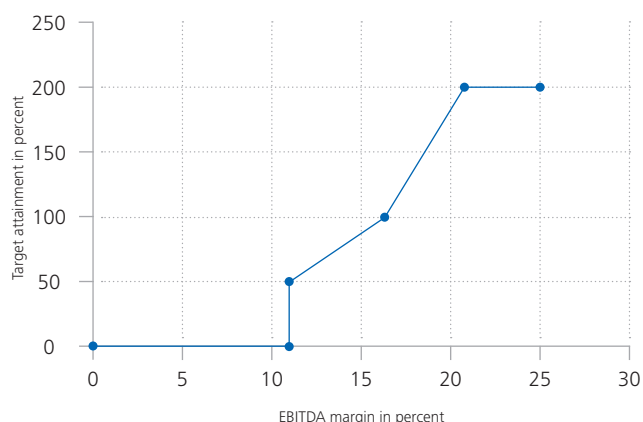
G02 Organic revenue growth



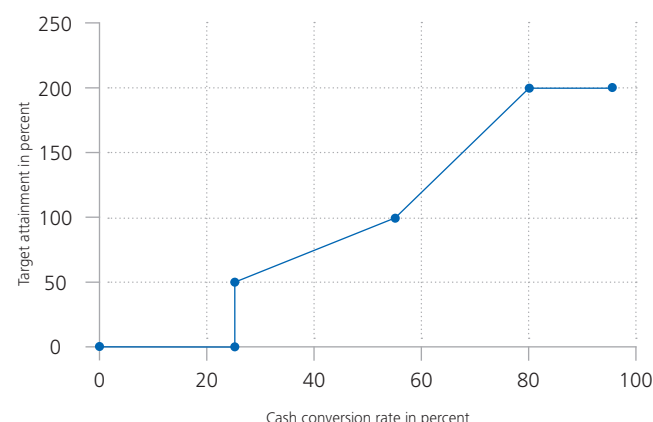
G03 Inorganic revenue growth



G04 EBITDA margin



G05 Cash Conversion Rate



To take account of non-financial aspects, the bonus amount for the respective Executive Board member resulting from the target attainment is then multiplied by a performance factor, the so-called multiplier. Its value can be between 0.8 and 1.2. The multiplier is determined on the basis of the individual performance of the Executive Board member, the collective performance of the Executive Board as a whole and the non-financial targets. These targets are derived from the Jenoptik Group’s ESG road map described in the Sustainability Report and published on our website at www.jenoptik.com/sustainability/sustainability-targets. They correspond with the ESG targets agreed as part of group financing. The non-financial targets agreed for 2021 and their attainment are shown in table T04.

The Supervisory Board can use the multiplier to reduce the variable bonus in the sense of a malus arrangement by up to 20 percent even if the financial targets are met or exceeded, if, for example, the behavior of the Executive Board member strongly warrants it, but is not serious enough to justify termination or liability due to breach of duty or a reduction in remuneration in accordance with § 87 (2) of the German Stock Corporation Act (AktG) is not possible.

With 100 percent target attainment and a multiplier of 1.0 for the fiscal year, Dr. Stefan Traeger receives a bonus of 320,000 euros and Hans-Dieter Schumacher of 200,000 euros. In each case, the bonus for 2021 for Dr. Stefan Traeger is limited to a maximum of 640,000 euros, and for Hans-Dieter Schumacher to 400,000 euros. The bonus is paid in cash with the payroll after the target settlement and adoption of the annual financial statements.

G06 One-year variable remuneration (bonus)

| | | 12 months | | | | | |
|--------|-------------------------------|-------------------|--|----------------------|---------------------------------------|---|--|
| Target | Target attainment (0% – 200%) | | | | Payout (cap 200% of the target) | | |
| | * | Financial targets | * | Multiplier (0.8–1.2) | | = | |
| | 30 % organic revenue growth | + | 10 % revenue of newly acquired companies | + | | Individual performance | |
| | 40 % EBITDA margin | + | 20 % cash conversion rate | + | | Collective performance of the Executive Board | |
| | | | | | | ESG targets | |

(iii) Target attainment 2021. On the basis of its assessment, and taking into account all relevant aspects for the fiscal year 2021, the Personnel Committee of the Supervisory Board has decided to propose to the Supervisory Board that a multiplier of 1.15 be used for both members of the Executive Board. When doing so, particular account was also taken of the fulfillment of the non-financial targets shown in table T04, but also of the individual contributions to the strategic further development of Jenoptik. These include the conclusion of new group financing with ESG components with a volume of up to 1 billion euros, the acquisition of BG Medical Applications GmbH and the SwissOptic Group, as well as the signing of a contract to sell VINCORION. Added to this is the further development and adoption of the Group’s new “More Value” strategy.

The actual target attainment of the one-year variable remuneration for 2021 and the resulting payments for the fiscal year 2021 are as follows:

T03 Target attainment of the one-year variable remuneration for 2021 and payment in euros

| Indicator | Fiscal year 2021 Actually attained | Target attainment in % | Payment to Dr. Stefan Traeger | Payment to Hans-Dieter Schumacher |
|--|---------------------------------------|------------------------|----------------------------------|--------------------------------------|
| Organic revenue growth in % (acquisitions and divestments are deducted in 2021) | 16.6 | 142.35 | 136,659 | 85,412 |
| Inorganic revenue growth in million euros (with regard to the complete calendar year) | 123.8 | 200.00 | 64,000 | 40,000 |
| EBITDA margin in %* | 16.7 | 106.91 | 136,843 | 85,527 |
| Cash conversion rate (excluding cash effects from special projects not included in planning) | 42.9 | 79.21 | 50,696 | 31,685 |
| Subtotal | | | 388,198 | 242,624 |
| Multiplier | | | 1.15 | 1.15 |
| Total | | | 446,428 | 279,017 |

* Total Group including VINCORION and without one-off effects in connection with the acquisition of TRIOPTICS and INTEROB

T04 Target attainment of non-financial objectives

| | | 2021 target | Target attainment |
|------------------------|---|--|-------------------|
| Diversity rate | Increase in diversity: Number of managers with an international background and female managers Calculation: $\sim \emptyset$ (proportion of international managers + proportion of female managers) | 29 % | 29 % |
| Vitality Index | Increase in innovative strength: percentage of revenue generated by products and services developed within the last 3 years | 18.5 % | 19 % |
| CSR rate | Increased transparency in the supply chain to protect human rights and the environment: CSR rate: the percentage of suppliers of production materials with an annual purchase volume in excess of 200,000 euros for which full CSR self-assessments are available. | Switch to platform solution "Integrity Next", where all suppliers with a purchase volume of more than 200,000 euros are taken into account | achieved |
| Green electricity rate | Active reduction of the CO₂ emissions: Green electricity share as a proportion of the total electricity demand used by the main production sites | 66.5 % | 76 % |
| Employee satisfaction | Global Engagement Score: Commitment of our employees, i.e. 76 % of our employees identify positively with their duties at Jenoptik in 2021 and are active participants.* | >76 % | 72 % |

* The main reason for the Global Engagement Score falling short of the target value are the personnel adjustments in the Light & Production division in Germany and the US

b) Performance Shares.

(i) **System of the performance shares.** Based on a value of 430,000 euros for Dr. Stefan Traeger and 300,000 euros for Hans-Dieter Schumacher ("initial value" for 2021), performance shares are to be provisionally allocated to the member of the Executive Board in the first quarter of each fiscal year, usually at the balance sheet meeting of the Supervisory Board in the second half of March.

In order to calculate the provisional number of performance shares to be allocated, the initial value with effect from the 2021 installment is divided by the volume-weighted average price ("VWAP") of the Jenoptik share on the last 60 trading days of the fiscal year preceding the provisional allocation (up to and including the 2020 installment on the 20 trading days following the announcement of the preliminary annual figures for the fiscal year preceding the provisional allocation). The VWAP for the specified 2021 period was 24.114 euros. Consequently, Dr. Stefan Traeger was provisionally allocated a total of 17,832 performance shares and Hans-Dieter Schumacher 12,441 for the 2021 installment. Long-term performance targets are agreed for each installment, the achievement of which is measured at the end of each four-year "performance period". For the performance shares provisionally allocated in 2021, the measurement will take place at the beginning of 2025.

The performance shares not yet paid out are:

T05 Performance Shares

| Installment | Number of provisionally allocated performance shares | | Payout year |
|-------------|--|------------------------|-------------|
| | Dr. Stefan Traeger | Hans-Dieter Schumacher | |
| 2018 | 14,202 | 10,652 | 2022 |
| 2019 | 12,512 | 9,384 | 2023 |
| 2020 | 18,933 | 13,687 | 2024 |
| 2021 | 17,832 | 12,441 | 2025 |

(ii) **Targets for the 2021 installment.** The performance targets to be attained over the performance period are the return on capital employed (ROCE) with a weighting of 30 percent and the total shareholder return (TSR) of Jenoptik compared with the TecDax with a weighting of 70 percent.

An average ROCE of 14 percent (16 percent up to and including the 2020 installment) is currently set as the target value for the ROCE target. A target attainment of 50 percent is achieved for the ROCE target if the average ROCE achieved over the performance period is 5 percentage points below the target ("lower cap"). If the average ROCE achieved is more than 5 percentage points below the target value, target attainment is 0 percent. The target attainment for the ROCE target can be a maximum of 150 percent. This is achieved if the average ROCE over the performance period is 5 percentage points or more above the target value ("upper cap"). Exceeding the ROCE target value by more than 5 percentage points does not result in a higher target attainment

The ROCE is calculated by dividing EBIT by the average capital employed. The average capital employed comprises non-current non-interest-bearing assets (e.g., intangible assets including goodwill, property, plant, and equipment, and investment properties) and current non-interest-bearing assets (essentially made up of inventories, receivables from the operating business, and other current receivables), less non-interest bearing borrowings (e.g., provisions – excluding pensions and taxes –, liabilities from the operating business, and other current liabilities). The calculation of averages uses the twelve month-end balances in the period under review and the opening balance at the start of the year.

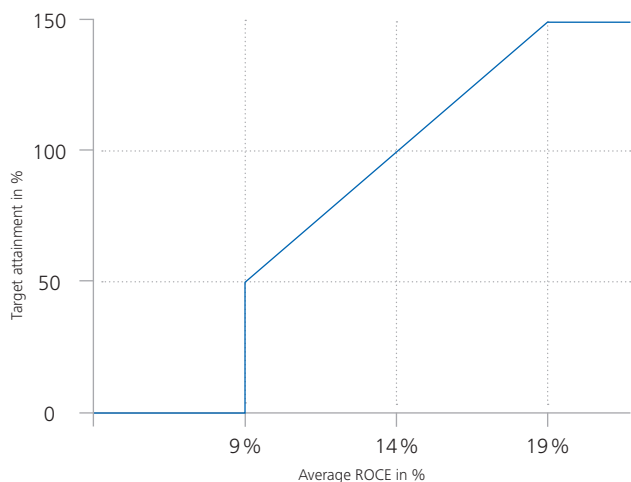
A relative TSR of plus 5 percentage points is set as the target value for 100 percent target attainment of the TSR target, i.e., the performance of the Jenoptik share price, including dividend, over the performance period exceeds the performance of the TecDax by 5 percentage points. A relative TSR of minus 20 percentage points equates to a target attainment of 50 percent ("lower cap"). If the relative TSR is lower than minus 20 percentage points, target attainment falls to 0 percent. Similarly, target attainment is capped at an upper limit of 150 percent, and is achieved with a relative TSR of plus 30 percentage points or more ("upper cap").

The relative TSR is determined as the difference in percentage points between the change in the Jenoptik share price including reinvested dividends and the change in the TecDax performance index.

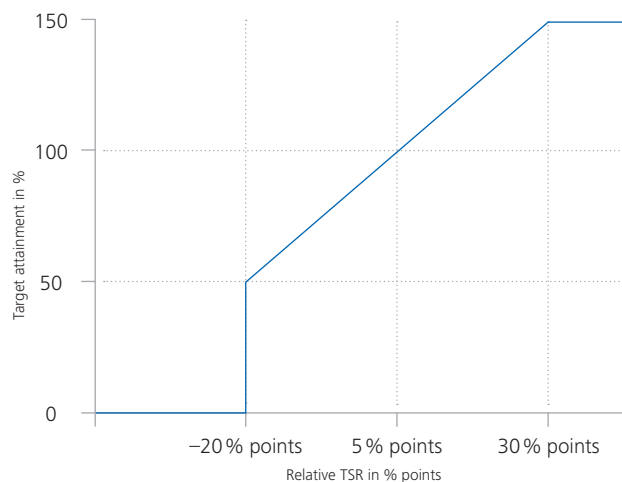
Again, the yardstick for determining the degree of target attainment does not need to be linear here.

G07 The multi-year variable remuneration – target attainment curves

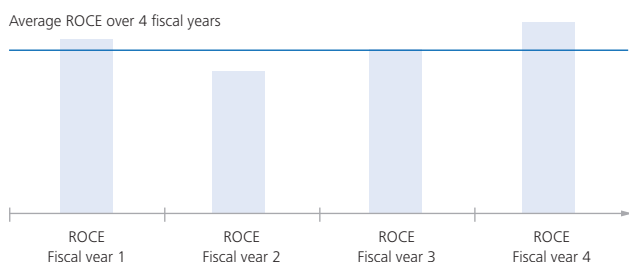
ROCE target attainment curve



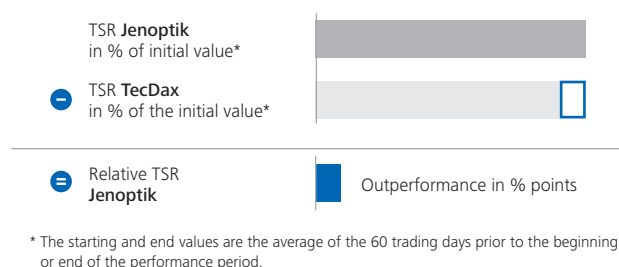
Relative TSR target attainment curve



Calculation of the ROCE



Calculation of the relative TSR



(iii) Calculation of the payout amount for the 2021 performance share installment in 2025. Depending on the level of target achievement, the number of performance shares to be finally allocated is determined at the end of the four-year performance period. It is limited to one and a half times the number of provisionally allocated performance shares (“allocation cap”). If the level of target attainment is less than 50 percent, the entitlement to final allocation of performance shares shall no longer apply.

The number of finally allocated performance shares is multiplied by the VWAP of the Jenoptik share on the last 60 trading days of the last fiscal year of the performance period (“payout rate”). The resulting amount shall be paid after the adoption of the annual financial statements. The payout amount is limited to a maximum of 200 percent of the initial value, i.e. 860,000 euros for Dr. Stefan Traeger for the 2021 installment and 600,000 euros for Hans-Dieter Schumacher (“payout cap”).

In the event of termination of the Executive Board mandate, performance shares which have not yet been allocated finally, but only provisionally, shall not be prematurely finally allocated and paid out, but evaluated, allocated and then paid out in accordance with the regular procedure at the end of the respective performance period. Should JENOPTIK AG terminate the employment relationship for a good reason for which the member of the Executive Board is responsible, all provisionally allocated performance shares for which the performance period has not yet expired shall be forfeited without substitution or compensation.

The Executive Board service contracts contain provisions for capital and conversion measures and the event of a delisting, which are aimed at ensuring that the performance shares are financially equivalent to real shares.

(iv) Calculation of the payout amount for the 2018 performance share installment and the 2017 LTI installment (for Hans-Dieter Schumacher): The fiscal year 2021 was the last year of the performance period of the performance shares provisionally allocated to the members of the Executive Board in 2018 (2018 installment). The long-term variable remuneration is deemed to be granted and owed in the final year of the performance period. The relevant share price for determining the number of performance shares to be provisionally allocated in 2018 was 28.165 euros, so Dr. Stefan Traeger and Hans-Dieter Schumacher were provisionally allocated 14,202 and 10,652 performance shares respectively for the 2018 installment. Of these, 4,261 shares in the case of Dr. Stefan Traeger and 3,196 shares in the case of Hans-Dieter Schumacher related to the ROCE target (30 percent) and 9,941 shares or 7,456 shares respectively to the TSR target (70 percent).

The arithmetic mean of the ROCE achieved for the 2018 to 2021 performance period was 14.9 percent, which, using the target achievement curve (linearly interpolated), corresponded to a target attainment of 89 percent, as the ROCE target for the 2018 installment was 16 percent and the lower cap was 11 percent. Thus, a total of 3,792 performance shares were finally allocated to Dr. Stefan Traeger and 2,844 to Hans-Dieter Schumacher for the performance shares allocated to the ROCE target. The amount to be paid out thereafter was then calculated by multiplying the number of performance shares finally allocated by the volume-weighted average price on the last 60 trading days of the last fiscal year of the performance period ("payout rate"), i.e. 2021. The payout price calculated in this way was 33.906 euros. In 2022, Dr. Stefan Traeger will therefore be paid 128,571.62 euros (equivalent to 3,792 shares * 33.906 euros) and Hans-Dieter Schumacher 96,428.71 euros (equivalent to 2,844 shares * 33.906 euros) for the ROCE sub-target.

As the relative TSR target attainment level in the relevant measurement period was minus 25.4 percentage points (and therefore less than minus 20 percentage points), target attainment was 0 percent. Therefore, no payout was made for the performance shares provisionally allocated in 2018 for the relative TSR target.

T06 Performance share installment 2018

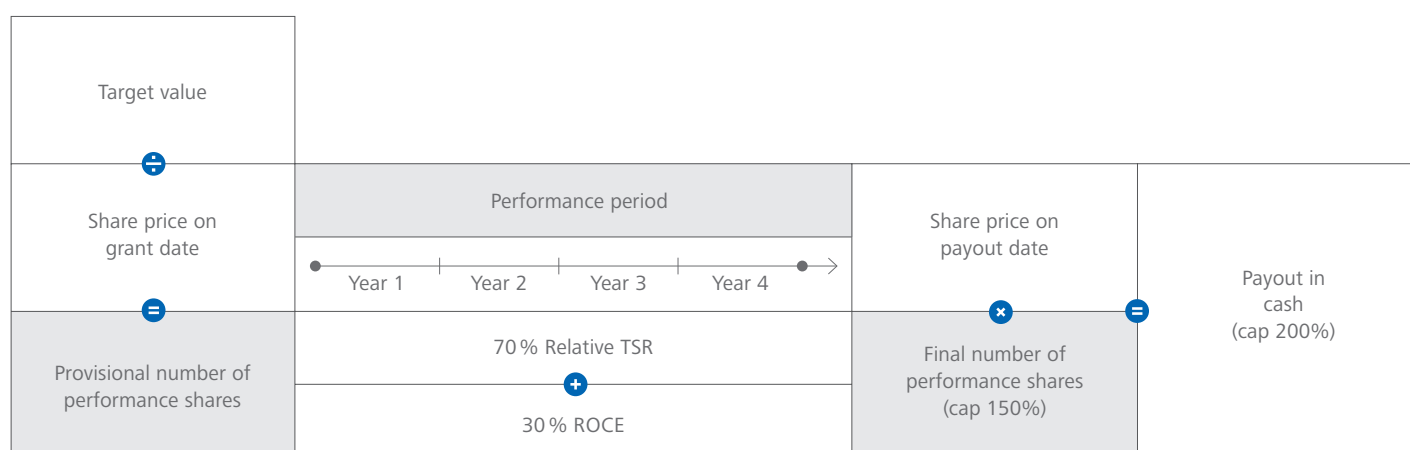
| | Number of performance shares provisionally allocated for the 2018 installment (allocation price: 28.165 euros). | ROCE target value for 100 percent target attainment | TSR target value for 100 percent target attainment | ROCE value achieved in % = target attainment | TSR value achieved in % = target attainment | Number of finally allocated performance shares | Payout amount in euros with payout price of 33.906 euros |
|------------------------|---|---|--|--|---|--|--|
| Dr. Stefan Traeger | 14,202, of which 4,261 for ROCE target and 9,941 for TSR target | 16 percent | + 5 percent | 14.9 = 89 percent | -25.4 = 0 percent | 3,792 | 128,571.62 |
| Hans-Dieter Schumacher | 10,652, of which 3,196 for ROCE target and 7,456 for TSR target | 16 percent | + 5 percent | 14.9 = 89 percent | -25.4 = 0 percent | 2,844 | 96,428.71 |

For Hans-Dieter Schumacher, the remuneration system applicable until 2017 will continue to apply, as the virtual shares allocated to him in 2017 will be paid out at the end of the fourth subsequent year after allocation in fiscal year 2022. Hans-Dieter Schumacher was allocated 14,819 virtual shares for 2017 (see Annual Report 2017, p. 50). In the years 2018 to 2021, 563 so-called "dividend shares" were allocated, so a total of 15,382 virtual shares were paid out in 2022. The payout rate corresponds to the volume-weighted average closing price of the Jenoptik share in XETRA trading on the Frankfurt Stock Exchange for the full 2021 year and amounts to 28.151 euros. This resulted in a payout amount of 433,018.68 euros (corresponds to 15,382 shares * 28.151 euros).

(v) **Summary.** The system of remuneration with performance shares is summarized as follows:

- Year 1: Agreement of a performance target for the year 1 installment (“installment 1”) with the member of the Executive Board; provisional allocation of performance shares for installment 1; calculation of the provisional number by dividing the initial value by a VWAP of the last 60 trading days of the prior year.
- Years 1–4: Performance period for installment 1.
- Year 5: Measurement of target attainment, from which determination of the number of final performance shares to be allocated for installment 1, taking into account the allocation cap; multiplication of this final number by a VWAP of the last 60 trading days of year 4. Payout of this amount to the member of the Executive Board, taking into account the payout cap.

G08 Multi-year variable remuneration



3. Other agreements

Clawback. The company has a right to repayment of the multi-year variable remuneration (so-called clawback) if, within three years after payout of the multiple variable remuneration, it becomes apparent that one of the audited and approved consolidated financial statements during the four-year performance period was objectively incorrect, and therefore had to be subsequently corrected in accordance with the relevant accounting standards. In addition, the Supervisory Board has the option to reduce the one-year variable remuneration by selecting a low multiplier if there are significant reasons relating to the behavior of a member of the Executive Board in addition to any statutory claims for damages under § 93 (2) of the AktG or a reduction in remuneration under § 87 (2) of the AktG. Should JENOPTIK AG terminate the employment relationship for a good reason for which the member of the Executive Board is responsible, all provisionally allocated performance shares for which the performance period has not yet expired shall be forfeited without substitution or compensation. There was no reason to exercise this option in the fiscal year 2021, i.e. no variable remuneration components were clawed back.

Third-party benefit commitments. In the past fiscal year, no benefit commitments were promised or granted to any Executive Board member by a third party with regard to his activity as a member of the Executive Board.

Benefit commitments in the event of regular termination of employment. Dr. Stefan Traeger and Hans-Dieter Schumacher are not entitled to payment of bridging payments following their regular departure from the company. Nor was any right of termination agreed with them in the event of a change of control.

Benefits in the event of the premature termination of employment. In the event of a member of the Executive Board being dismissed in accordance with § 84 (3) AktG in conjunction with the relevant provisions of the German Codetermination Act, the rights under the employment contract shall remain unaffected. In this case, however, the member of the Executive Board is entitled to terminate the employment relationship extraordinarily and with immediate effect. At the same time, Jenoptik is entitled to release the Executive Board member from his obligation to render services.

In the event that the appointment as member of the Executive Board and the employment contract end prematurely without good cause within the meaning of § 626 BGB, a severance payment may be agreed. This amounts to a maximum of two years' remuneration (plus fringe benefits) or the remuneration due for the remaining term of the service contract, whichever is lower ("severance payment cap"). The annual remuneration comprises the basic remuneration, the variable remuneration components, and the annual pension contribution. For the one-year variable remuneration, a target attainment of 100 percent and a neutral multiplier of 1.0 are assumed. Virtual performance shares that have already been provisionally allocated but whose performance period has not yet expired are not forfeit in the event of premature termination. They are valued in accordance with the normal procedure at the end of the performance period depending on the attainment of the performance criteria, allocated, and paid out.

However, should, the company terminate the employment relationship for a good reason for which the member of the Executive Board is responsible, as per § 626 BGB, all provisionally allocated virtual performance shares for which the performance period has not yet expired shall be forfeited without substitution or compensation.

Non-competition clause. A post-contractual non-competition clause was agreed with Dr. Stefan Traeger for a period of one year following the end of his contract of employment. An amount of 50 percent of the annual remuneration including variable remuneration (with a target attainment level of 100 percent) and pension contributions has been agreed as compensation for the non-competition clause. Any severance payment shall be offset against the compensation. Prior to termination of the employment relationship, Jenoptik may also waive the post-contractual non-competition clause by means of a written declaration.

Ancillary activities. The acceptance of seats on a supervisory board, advisory board or comparable supervisory bodies of companies outside the Group requires the approval of the Supervisory Board.

Rejection of the remuneration system. Should the Annual General Meeting reject the remuneration system and/or the remuneration report, the members of the Executive Board have committed themselves to enter into discussions on an adaptation of the remuneration system.

4. Proposed renewed revision of the remuneration system

As described in the chapters A. III. 2 a) (ii) and (iii), the one-year variable remuneration already provides for a clear reference to ESG targets via the multiplier. Against the background of recent developments with respect to Executive Board remuneration, the Supervisory Board is conscious that the ESG reference of the remuneration should be further expanded and, in future, also become a component of the multi-year variable remuneration.

The multi-year variable remuneration in the current remuneration system is already very strongly linked to the development of the Jenoptik share price via the (virtual) performance share system. However, the remuneration system does not currently allow for any obligation on the part of the members of the Executive Board to hold Jenoptik shares. Here, too, the increasing implementation of share ownership guidelines has resulted in new developments in the area of Executive Board remuneration systems, which the Supervisory Board would like to address within the context of a revision of the remuneration system.

The planned revision of the remuneration system is to be carried out by the newly constituted Supervisory Board following the 2022 Annual General Meeting. Waiting until the Annual General Meeting in 2023 also offers the opportunity to take account of current developments in the area of Executive Board remuneration by the end of 2022 following the last revision in 2020/2021.

IV. Detailed presentation of the total remuneration for the members of the Executive Board.

Table T07 below contains a list of the remuneration components granted and owed to Dr. Stefan Traeger and Hans-Dieter Schumacher for the past fiscal year. In this context, remuneration granted and owed is understood to mean remuneration paid for professional activities performed in the fiscal year 2021, irrespective of whether payout takes place in 2021 or later. The multi-year variable remuneration is deemed to be granted and owed in the last year of the performance period, even if payout is made in the following year, because only then can it be determined that all performance criteria were fulfilled.

T07 Remuneration granted and owed in the 2020 and 2021 fiscal years

| | Dr. Stefan Traeger President & CEO | | | | Hans-Dieter Schumacher Executive Board member | | | |
|---|---------------------------------------|-------------|------------------|-------------|--|-------------|------------------|-------------|
| | 2021 | | 2020 | | 2021 | | 2020 | |
| | in euros | in % | in euros | in % | in euros | in % | in euros | in % |
| Non-performance-related remuneration | | | | | | | | |
| Fixed remuneration | 650,000 | 45.0 | 600,000 | 49.7 | 450,000 | 31.3 | 450,000 | 36.5 |
| Fringe benefits | 18,250 | 1.3 | 18,517 | 1.5 | 21,532 | 1.5 | 21,008 | 1.7 |
| Pension contribution | 200,000 | 13.9 | 200,000 | 16.6 | 160,000 | 11.1 | 160,000 | 13.0 |
| Total | 868,250 | 60.2 | 818,517 | 67.8 | 631,532 | 43.9 | 631,008 | 51.1 |
| Performance-related remuneration | | | | | | | | |
| One-year variable remuneration (bonus for 2021 fiscal year) | 446,428 | 30.9 | n. a. | | 279,017 | 19.4 | n. a. | |
| One-year variable remuneration (bonus for 2020 fiscal year) | n. a. | | 301,600 | 25.0 | n. a. | | 194,580 | 15.8 |
| Multi-year variable remuneration (performance shares 2018 and LTI 2017*) | 128,572 | 8.9 | n. a. | | 529,447 | 36.7 | n. a. | |
| Multi-year variable remuneration (performance shares 2017 and LTI 2016*) | n. a. | | 86,624 | 7.2 | n. a. | | 408,484 | 33.1 |
| Total | 574,999 | 39.8 | 388,224 | 32.2 | 808,465 | 56.1 | 603,064 | 48.9 |
| Total remuneration | 1,443,249 | 100 | 1,206,741 | 100 | 1,439,997 | 100 | 1,234,072 | 100 |

* Payout of 2017 and 2016 installments of the LTI model applicable for Hans-Dieter Schumacher until 2017

V. Comparative presentation of the annual change in remuneration, the company's development of earnings as well as the average remuneration for employees considered over the last five fiscal years

The table T08 below presents the total remuneration granted and owed to the members of the Executive Board and the Supervisory Board in the years 2017 to 2021.

The total remuneration of the Executive Board comprises the fixed remuneration, the one-year and multi-year variable remuneration, fringe benefits and pension contributions. Should a member not have worked for Jenoptik for the full calendar year, the amount is extrapolated to a full 12 months. The former Executive Board member Dr. Michael Mertin left the company in 2017 and, in this context, received his virtual shares, which had not yet been paid out, and parts of a contractually agreed transitional allowance. The payments received by him in 2017 are shown as a total amount.

The total compensation of the Supervisory Board comprises the fixed compensation paid for 2021 for membership of the Supervisory Board and its committees as well as the attendance fees for meetings held in 2021.

Also presented is the average remuneration for the total workforce and of employees paid in accordance with collective agreements in Germany over the last five fiscal years. The total workforce includes all employees below Executive Board level (including non pay-scale employees and senior executives) with the exception of employees of VINCORION which is shown as discontinued operation in the Consolidated Financial Statements 2021. The table also shows the average remuneration for all pay-scale employees in Germany. Pay-scale employees are salaried employees covered by collective bargaining agreements and employees on a par with the collective bargaining agreement but not bound by it. In addition to the basic salary, the average remuneration for the total workforce and pay-scale employees include bonuses, special payments, variable remuneration for the year in question (for the year 2021 the provision amount) and the employer's share of social security contributions, but not any severance pay or sign-on bonuses. Should an employee not have worked for Jenoptik for the full calendar year, the amount is extrapolated to a full 12 months. Due to differing salary levels worldwide, the presentation is restricted to employees working in Germany, particularly as both members of the Executive Board are also employed and based in Germany.

The company's development of earnings is presented on the basis of the Jenoptik' performance indicators of revenue, EBITDA and free cash flow of the Jenoptik Group. The overview was supplemented by a comparative presentation of the development of the annual net profit of JENOPTIK AG as per the HGB.

T08 Comparative presentation of the change in remuneration for the Executive Board, the employees, the company's development of earnings and the Supervisory Board

| | 2021 | | 2020 | | 2019 | | 2018 | | 2017 |
|--|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|
| | 2021 Amount | Change in % | 2020 Amount | Change in % | 2019 Amount | Change in % | 2018 Amount | Change in % | 2017 Amount |
| Remuneration in euros | | | | | | | | | |
| Development of earnings (in million euros) ¹ | | | | | | | | | |
| Revenue | 895.7 | 16.7 | 767.2 | -10.3 | 855.2 | 2.5 | 834.6 | 11.6 | 747.9 |
| EBITDA | 177.2 | 58.8 | 111.6 | -16.7 | 134.0 | 5.1 | 127.5 | 19.3 | 106.9 |
| Free cash flow (before income taxes) | 62.8 | 0.8 | 62.3 | -19.3 | 77.2 | -28.7 | 108.3 | 50.0 | 72.2 |
| JENOPTIK AG annual net profit as per German Commercial Code | 16.0 | -56.9 | 37.2 | -33.2 | 55.6 | -29.6 | 79.0 | 12.2 | 70.4 |
| Average remuneration for employees ² | | | | | | | | | |
| Combined workforce in Germany (exclud- ing the Executive Board) | 80,000 | 5.3 | 76,000 | 4.1 | 73,000 | 1.4 | 72,000 | 2.9 | 70,000 |
| Pay-scale employees in Germany | 71,000 | 1.4 | 70,000 | 7.7 | 65,000 | 3.2 | 63,000 | 1.6 | 62,000 |
| Remuneration granted and owed to the Executive Board | | | | | | | | | |
| Dr. Stefan Traeger ³ | 1,443,249 | 19.6 | 1,206,741 | 20.2 | 1,003,786 | -24.9 | 1,336,620 | 19.9 | 1,114,676 |
| Dr. Michael Mertin ⁴ | | | | | | | | | 8,234,320 |
| Hans-Dieter Schumacher ⁵ | 1,439,997 | 16.7 | 1,234,072 | -9.5 | 1,363,020 | 41.4 | 963,613 | 19.1 | 809,161 |
| Remuneration granted and owed to the Supervisory Board ⁶ | | | | | | | | | |
| Matthias Wierlacher | 121,000 | 19.2 | 101,500 | -8.6 | 111,000 | 4.4 | 106,308 | -3.8 | 110,500 |
| Stefan Schaumburg | 79,500 | 57.5 | 50,470 | -6.5 | 54,000 | 8.0 | 50,000 | -6.5 | 53,500 |
| Astrid Biesterfeldt | 58,000 | 11.5 | 52,000 | -14.1 | 60,500 | 1.7 | 59,500 | 9.8 | 54,171 |
| Evert Dudok | 44,000 | 14.3 | 38,500 | -15.4 | 45,500 | 0 | 45,500 | 1.1 | 45,000 |
| Michael Ebenau (until October 15, 2020) | / | / | 57,536 | -28.5 | 80,500 | 4.7 | 76,904 | 7.6 | 71,500 |
| Elke Eckstein (since June 8, 2017) | 52,500 | 11.7 | 47,000 | -9.6 | 52,000 | 3.2 | 50,404 | 88.9 | 26,685 |
| Brigitte Ederer (until June 7, 2017) | / | / | / | / | / | / | / | / | 19,315 |
| Thomas Klippstein | 64,500 | 5.7 | 61,000 | -11.6 | 69,000 | 3.0 | 67,000 | -2.9 | 69,000 |
| Dörthe Knips (since June 8, 2017) | 53,000 | 10.4 | 48,000 | -10.3 | 53,500 | 5.1 | 50,904 | 90.8 | 26,685 |
| Dieter Kröhn | 53,500 | 12.6 | 47,500 | -10.4 | 53,000 | 4.1 | 50,904 | -4.6 | 53,329 |
| Sabine Löttsch (until June 7, 2017) | / | / | / | / | / | / | / | / | 19,815 |
| Doreen Nowotne | 69,500 | 8.6 | 64,000 | -11.1 | 72,000 | 3.0 | 69,904 | 5.9 | 66,000 |
| Heinrich Reimitz | 79,000 | 14.5 | 69,000 | -11.5 | 78,000 | 2.6 | 76,000 | -8.4 | 83,000 |
| Frank-Dirk Steininger (since October 16, 2020) | 50,500 | 517.6 | 9,757 | / | / | / | / | / | / |
| Prof. Dr. Andreas Tünnermann | 57,000 | 21.3 | 47,000 | -11.3 | 53,000 | 2.9 | 51,500 | -13.4 | 59,500 |

¹ Key figures for revenue, EBITDA and free cash flow on a group-wide basis (including VINCORION)

² Personnel expenses including employer share of social security contributions without severance pay and sign-on bonuses

³ 2017 normalized to 12 months

⁴ Payout of all outstanding virtual shares and a transitional allowance – see Annual Report 2017, pages 49f













⁵ In the case of Hans-Dieter Schumacher, from 2019 including LTI payouts under the LTI model applicable until 2017 (for the last time in 2021)

⁶ In the Corona year 2020, the members of the Supervisory Board waived 10 percent of their fixed compensation

B. Supervisory Board Remuneration

Current remuneration for the members of the Supervisory Board is governed by § 19 of the Articles of Association of JENOPTIK AG and was approved by the Annual General Meeting on June 7, 2017.

G09 Supervisory Board Remuneration

| Basic remuneration for the Supervisory Board | | | | | |
|---|---|---|---|--|---|
|  |  |  |  |  |  |
|  |  |  |  |  |  |
| Chairman of the Supervisory Board | Deputy | | Member | | |
| 80,000 € | 60,000 € | | 40,000 € | | |

| Additional remuneration for committee work | | | | |
|--|-----------------|---------------------|----------------------|-----------------------|
| in euros | Audit Committee | Personnel Committee | Investment Committee | Nominations Committee |
| Chairman | 20,000 | 10,000 | 10,000 | 10,000 |
| Deputy | 15,000 | | | |
| Member | 10,000 | 5,000 | 5,000 | 5,000 |

Each member of the Supervisory Board receives a fixed annual remuneration of 40,000 euros for their services. No variable remuneration is provided. This way, an independent control of the Executive Board by the Supervisory Board can be ensured. The Chairman of the Supervisory Board receives double and his deputy one-and-a-half times this amount.

In addition, each member of a committee receives an annual remuneration in the sum of 5,000 euros per year. The Chairman of the committee receives double this amount. The annual remuneration for members of the Audit Committee, whose duties are particularly labor- and time-intensive, is 10,000 euros. The Chairman of the Audit Committee receives double and their deputy one-and-a-half times this amount. These allowances are intended to take account of the particular responsibility and greater time commitment associated with individual roles on the Supervisory Board. This also implements the recommendation of Point G.17 of the German Corporate Governance Code.

Members of committees that have not met during the fiscal year receive no remuneration. Members of the Supervisory Board who have only served on the Supervisory Board or a committee for part of the fiscal year receive a pro rata temporis payment. All the aforementioned remuneration is payable on expiry of the fiscal year.

The members of the Supervisory Board are paid a meeting allowance of 1,000 euros for attending a meeting. Half of this amount is paid for participation in conference calls. The same applies from the second meeting on any day on which several meetings are convened. Verified expenses incurred in connection with a meeting are reimbursed in addition to the meeting allowance, but limited to an amount of 1,000 euros for meetings held in Germany. JENOPTIK AG also reimburses the members of the Supervisory Board for any value added tax applicable to the payment of their expenses.

The members of the Supervisory Board are covered by directors' and officers' liability insurance.

There are no further remuneration-related agreements between the company and the members of the Supervisory Board which go beyond the provisions of § 19 of the Articles of Association. In particular, in the event of a member leaving the Supervisory Board, there is no provision granting remuneration to the members of the Supervisory Board after the end of their term of office.

Jenoptik did not pay any other remuneration or benefits to the members of the Supervisory Board for services rendered personally by them, in particular consulting and intermediary services.

The following table T09 shows the remuneration granted and owed to the members of the Supervisory Board of JENOPTIK AG for the fiscal year 2021 in accordance with § 162 (1) (1) AktG:

T09 Supervisory Board Remuneration

| | Total remuneration in euros | in % | Fixed remunerati- on 2021 in euros | in % | Remuneration for committee work in euros | in % | Meeting allowances in euros | in % |
|---|--------------------------------|------|---------------------------------------|------|--|------|-----------------------------------|------|
| Matthias Wierlacher (Chairman) | 121,000 | 100 | 80,000 | 66.1 | 30,000 | 24.8 | 11,000 | 9.1 |
| Stefan Schaumburg | 79,500 | 100 | 60,000 | 75.5 | 10,000 | 12.6 | 9,500 | 11.9 |
| Astrid Biesterfeldt | 58,000 | 100 | 40,000 | 69.0 | 10,000 | 17.2 | 8,000 | 13.8 |
| Evert Dudok | 44,000 | 100 | 40,000 | 90.9 | | | 4,000 | 9.1 |
| Elke Eckstein | 52,500 | 100 | 40,000 | 76.2 | 5,000 | 9.5 | 7,500 | 14.3 |
| Thomas Klippstein | 64,500 | 100 | 40,000 | 62.0 | 15,000 | 23.3 | 9,500 | 14.7 |
| Dörthe Knips | 53,000 | 100 | 40,000 | 75.5 | 5,000 | 9.4 | 8,000 | 15.1 |
| Dieter Kröhn | 53,500 | 100 | 40,000 | 74.8 | 5,000 | 9.3 | 8,500 | 15.9 |
| Doreen Nowotne | 69,500 | 100 | 40,000 | 57.6 | 20,000 | 28.8 | 9,500 | 13.7 |
| Heinrich Reimitz | 79,000 | 100 | 40,000 | 50.6 | 30,000 | 38.0 | 9,000 | 11.4 |
| Frank-Dirk Steininger (since October 16, 2020) | 50,500 | 100 | 40,000 | 79.2 | 5,000 | 9.9 | 5,500 | 10.9 |
| Prof. Dr. rer. nat. habil. Andreas Tünnermann | 57,000 | 100 | 40,000 | 70.2 | 10,000 | 17.5 | 7,000 | 12.3 |
| Total | 782,000 | | 540,000 | | 145,000 | | 97,000 | |

At regular intervals and at the latest every four years, the Supervisory Board reviews whether the remuneration received by its members is appropriate in view of their duties and the company situation. Due to the special nature of the Supervisory Board's work, a vertical comparison with the remuneration paid to company employees is not generally used when reviewing Supervisory Board remuneration. The Executive Board and Supervisory Board submitted the remuneration system, unchanged since 2017, to the Annual General Meeting on June 9, 2021 for approval, where it was confirmed by a majority of 99.58 percent. The remuneration system for the Supervisory Board can be found on our website at www.jenoptik.com/investors/corporate-governance under the heading Supervisory Board.

The intention is to propose an increase in the fixed remuneration and an adjustment to the meeting allowance for meetings held in person and remotely to a uniform level for resolution at the 2022 Annual General Meeting.

Jena, March 25, 2022



Dr. Stefan Traeger
President & CEO



Hans-Dieter Schumacher
Chief Financial Officer



Matthias Wierlacher
Chairman of the Supervisory Board

Independent auditor's report

To JENOPTIK AG

We have audited the attached remuneration report of JENOPTIK AG, Jena, prepared to comply with Sec. 162 AktG ["Aktiengesetz": German Stock Corporation Act] for the fiscal year from 1 January to 31 December 2021 and the related disclosures.

Responsibilities of the executive directors and the supervisory board

The executive directors and supervisory board of JENOPTIK AG are responsible for the preparation of the remuneration report and the related disclosures in compliance with the requirements of Sec. 162 AktG. In addition, the executive directors and supervisory board are responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report and the related disclosures that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on this remuneration report and the related disclosures based on our audit. We conducted our audit in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report and the related disclosures are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts in the remuneration report and the related disclosures. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the remuneration report and the related disclosures, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the preparation of the remuneration report and the related disclosures in order to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the accounting policies used and the reasonableness of accounting estimates made by the executive directors and supervisory board, as well as evaluating the overall presentation of the remuneration report and the related disclosures.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, on the basis of the knowledge obtained in the audit, the remuneration report for the fiscal year from 1 January to 31 December 2021 and the related disclosures comply, in all material respects, with the financial reporting provisions of Sec. 162 AktG.

Other matter – formal audit of the remuneration report

The audit of the content of the remuneration report described in this auditor's report comprises the formal audit of the remuneration report required by Sec. 162 (3) AktG and the issue of a report on this audit. As we are issuing an unqualified opinion on the audit of the content of the remuneration report, this also includes the opinion that the disclosures pursuant to Sec. 162 (1) and (2) AktG are made in the remuneration report in all material respects.

Limitation of liability

The "General Engagement Terms for Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften [German Public Auditors and Public Audit Firms]" as issued by the IDW on 1 January 2017 are applicable to this engagement and also govern our responsibility and liability to third parties in the context of this engagement (www.de.ey.com/general-engagement-terms).

Stuttgart, 25 March 2022

Ernst & Young GmbH
Wirtschaftsprüfungsgesellschaft

Maurer

Bartsch

Wirtschaftsprüfer
[German Public Auditor]

Wirtschaftsprüfer
[German Public Auditor]

IV. Further information and notes

All times stated in the following section are Central European Summer Time (CEST). CEST is two hours behind Coordinated Universal Time (UTC).

1. Total number of shares and voting rights

At the time the virtual Annual General Meeting was convened, the company's share capital amounts to a value of 148,819,099.00 euros, divided into 57,238,115 no-par value registered shares. Each share grants one vote, such that the total number of voting rights is also 57,238,115. At the time of the meeting being convened, the company did not hold any treasury shares.

2. Registration for the virtual Annual General Meeting as a condition of exercising shareholder rights

Pursuant to Article 2(1)(1) and (2) of the Act on Measures in Corporate, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID-19 Pandemic (BGBl I, 2020, p. 570), as amended by the Act on the Further Shortening of the Residual Debt Exemption Procedure and the Adjustment of Pandemic-Related Provisions in Corporate, Cooperative, Association, and Foundation Law of December 22, 2020 (BGBl I, 2020, p. 3328), the validity of which was extended until December 31, 2021 by the Ordinance on the Extension of Measures in the Law on Corporations, Cooperatives, Associations, and Foundations to Combat the Effects of the COVID-19 Pandemic of October 20, 2020 (BGBl.I, 2020, p. 2258) and most recently extended to August 31, 2022 by the Act on the Establishment of a Special Fund "2021 Reconstruction Aid" of September 10, 2021 (BGBl. I, 2021, p. 4153) (collectively the "COVID-19 Act"), the Executive Board of the company, with the consent of the Supervisory Board, has decided that this year's Annual General Meeting will be held as a virtual Annual General Meeting without the physical presence of shareholders or their proxies. In view of the persistently high number of COVID-19 cases at the time of the decision to convene this meeting, the Executive Board and the Supervisory Board consider it unrealistic to hold an Annual General Meeting that can be attended in person by all shareholders regardless of their vaccination status or proof of recovery. By holding the meeting as a virtual Annual General Meeting, we aim to ensure that the meeting can go ahead and reduce health risks for employees and shareholders, service providers, and board members. The Annual General Meeting is therefore expected to be held only in the presence of the Executive Board and the Chairman of the Meeting, the notary public, and the proxy representatives appointed by the company at the company's headquarters in Jena, Carl-Zeiss-Strasse, 07743 Jena. No shareholders or their proxies may attend the Annual General Meeting in person.

The convening of the Annual General Meeting as a virtual Annual General Meeting results in changes to procedures of the Annual General Meeting and to the rights of shareholders. Full audio and video of the Annual General Meeting will be broadcast to our shareholders and their proxies on the shareholder portal at www.jenoptik.com/investors/annual-general-meeting starting at 11:00 hours (CEST) on June 15, 2022. The call to order of the virtual Annual General Meeting by the chairman of the meeting and the speeches given by the members of the Executive Board will be broadcast live to the public at large, with no restrictions on access, at www.jenoptik.com/investors/annual-general-meeting; a video recording of these parts of the Annual General Meeting will be available at the same internet address following the end of the virtual Annual General Meeting.

Shareholders or their proxies may exercise their voting rights via electronic or written communication channels by means of a postal vote or an authorization with instructions to the proxy representatives appointed by the company. They will also be granted the right to ask questions by way of electronic communication and the possibility to submit statements or video messages by way of electronic communication. Shareholders who have exercised their voting rights may object to a resolution of the Annual General Meeting by way of electronic communication. Electronic participation in the Annual General Meeting within the meaning of Section 118(1)(2) AktG is not possible.

We ask you to pay particular attention to the information below.

Only those shareholders are entitled to **to exercise their voting rights** and **other exercisable shareholder rights** – in person or by proxy – who are entered as shareholders in the company's share register and whose registration is received in good time. Registration must be received by the company no later than **24:00 hours (CEST) on June 8, 2022** at the following address (the use of one of the following communication channels is sufficient)

- JENOPTIK AG
c/o Computershare Operations Center
80249 München
- By email: anmeldestelle@computershare.de

or electronically using the password-protected **shareholder portal** accessible at www.jenoptik.com/investors/annual-general-meeting

Registration must be made in German or English in text form (Section 126b of the Civil Code (BGB)).

To register electronically via the password-protected shareholder portal at www.jenoptik.com/investors/annual-general-meeting, you require personal access data consisting of your shareholder number and the access password associated with it. Your personal access data can be found in the Annual General Meeting documents sent to you. Shareholders who have already registered on the shareholder portal can access it using the access password they selected during registration. The shareholder portal is due to be available from May 16, 2022. Shareholders who are not entered in the share register until after 24:00 hours (CEST) on May 25, 2022 will not receive an invitation and therefore no access data for the shareholder portal without request in accordance with the statutory provisions. They can, however, request the invitation with the access data through one of the contact channels mentioned in this section IV. 2.

Shareholders who have consented to receive their invitations to the Annual General Meeting by email will be sent the email containing the invitation as a file attachment to the email address they provided.

Further information on the registration procedure can be found on the registration form enclosed with the letter of invitation.

There are special rules governing use of the shareholder portal for registrations made by intermediaries, shareholder associations, voting rights advisors, or equivalent natural or legal entities pursuant to Sections 135(8) or (10) AktG in conjunction with Section 125(5) AktG. Please check the above-mentioned website for details.

Intermediaries, shareholder associations, voting rights advisors, or other equivalent natural or legal entities pursuant to Sections 135(8) and (10) AktG in conjunction with Section 125(5) AktG can only exercise voting rights for shares that they do not hold but for which they are entered as the holders in the share register on the basis of the shareholder's authorization.

Free availability of shares, re-registration stop

Following registration for the virtual Annual General Meeting, shareholders are still entitled to dispose of their shares. The key determinant for the exercise of voting rights and other exercisable shareholder rights are the shares entered in the share register on the day of the virtual Annual General Meeting. Please note that, for technical reasons, a re-registration stop (**technical record date**) will apply with effect from **24:00 hours (CEST) on June 8, 2022**, during which no entries or deletions in the share register can be made. This means that requests for re-registration in the share register received by the company after the end of the last registration day, i.e., between 0:00 hours on June 9, 2022 (CEST) and the end of June 15, 2022, cannot be processed and considered until after the virtual Annual General Meeting on June 15, 2022.

3. Voting options

Duly registered shareholders may exercise their voting rights themselves or through authorized proxies. Voting rights may be exercised either by postal vote or through the proxy representatives appointed by the company, who are bound by the shareholder's instructions.

a) Voting by postal vote

Shareholders or their proxies may exercise their voting rights in writing or by way of electronic communication with a postal vote. In this case, timely registration in accordance with the provisions set out in section IV. 2 is required. The **shareholder portal** set out in section IV. 2 or the form enclosed with the registration documents can be used for a postal vote. A proxy form may also be requested from the company and is available on the company's website at www.jenoptik.com/investors/annual-general-meeting.

Votes cast by postal vote and any revocations of or amendments to postal votes already cast – unless using the shareholder portal set out in section IV. 2 – must be received by the company by **24:00 hours (CEST) on June 14, 2022** (time of receipt) at the latest (use of one of the communication channels specified below is sufficient):

- JENOPTIK AG
c/o Computershare Operations Center
80249 Munich
- E-Mail: anmeldestelle@computershare.de

Voting rights can still be exercised by electronic postal vote until the formal end of the opportunity to exercise voting rights by the chairman of the meeting following the answering of questions on the day of the Annual General Meeting (June 15, 2022) via the shareholder portal set out in section IV. 2. The same applies to any revocations of or amendments to postal votes already cast.

Postal votes may only be cast for proposed resolutions (including any adjusted proposed resolutions) by the Executive Board and Supervisory Board, and for proposed resolutions by shareholders that have been announced with an amendment

to the agenda pursuant to Section 122 (2) AktG or on countermotions and/or proposals for election to be made public pursuant to Section 126 or Section 127 AktG.

b) Voting through proxy representatives appointed by the company who are bound by instructions

We offer our shareholders the opportunity to be represented at the virtual Annual General Meeting by proxies and by employees of the company, exercising their voting rights according to their instructions as **proxy representatives appointed by the company**. In this case, too, timely registration in accordance with the provisions set out in section IV. 2 above is required. The authorization issued to the proxy representatives appointed by the company must contain instructions relating to the exercise of voting rights. The proxies are obliged to vote in line with these instructions. If there is no clear instruction, the proxies will abstain from voting on the relevant matter. Authorizations and instructions issued to proxy representatives appointed by the company must also be transmitted to the company in text form (Section 126b BGB); the **shareholder portal** set out in section IV. 2 above or the proxy form sent together with the registration documents can be used for this purpose. The proxy form may also be requested from the company and is available to download on the company's website at www.jenoptik.com/investors/annual-general-meeting.

The completed proxy authorization with instructions for the proxy representatives appointed by the company, any amendments or revocations – unless using the shareholder portal set out in section IV. 2 – must be received by the company at the address or email address set out in section IV. 3a) by **24:00 hours (CEST) on June 14, 2022** (time of receipt) at the latest.

If the shareholder portal set out in section IV. 2 is used, the authorization with instructions for the proxy representatives appointed by the company can still be submitted on the day of the Annual General Meeting (**June 15, 2022**) until the formal end of the opportunity to exercise voting rights by the chairman of the meeting following the answering of questions. The same applies to any revocations of or amendments to authorizations with instructions to the proxies already issued.

Please note that the proxy representatives appointed by the company cannot accept instructions to submit motions, requests to speak, requests to raise questions, or requests to lodge objections either in prior to or during the virtual Annual General Meeting. The issue of instructions to the proxy representatives appointed by the company is only possible for proposed resolutions (including any amended proposed resolutions) by the Executive Board and Supervisory Board, or for proposed resolutions by shareholders that have been announced with an addition to the agenda pursuant to Section 122(2) AktG or with regard to countermotions and/or proposals for election that have been made public pursuant to Section 126 or Section 127 AktG.

c) Voting through an authorized proxy

Shareholders may also exercise their voting rights through a proxy, e.g., an intermediary, a shareholder association, a voting rights advisor, or another third party. In this case, too, timely registration in accordance with the provisions set out in section IV. 2 above is required.

Proxies are also not permitted to attend the virtual Annual General Meeting in person. They may, however, follow the video and audio transmission of the Annual General Meeting on the shareholder portal and exercise the voting rights for the shareholders by means of a postal vote or by authorizing and instructing the proxy representatives appointed by the company.

Any issue of a proxy, its revocation, and proof of authorization must be submitted to the company in text form (Section 126b BGB). If a shareholder nominates more than one person, the company may reject one or more of them. There may be special rules for intermediaries, shareholder associations, voting rights advisors, or equivalent natural or legal entities pursuant to Sections 135(8) and (10) AktG in conjunction with Section 125(5) AktG; in this case, shareholders are asked to consult with their proxies regarding any specific form of proxy they may require.

A proxy form will be sent to the shareholders together with the registration documents. A proxy form may also be requested from the company and is available to download on the company's website at www.jenoptik.com/investors/annual-general-meeting. Shareholders who wish to nominate a proxy are asked to use the form provided by the company for the purpose of granting the proxy.

The proxy may be issued to either the proxy or the company.

The completed proxy authorization and any amendments or revocations – unless using the shareholder portal set out in section IV. 2 above – must be received by the company at the address or email address set out in section IV. 3a) above by **24:00 hours (CEST) on June 14, 2022** at the latest. For organizational reasons, proxies, revocations, amendments, or proofs received via the communication channels above following the deadline cannot be considered.

If the shareholder portal set out in section IV. 2 is used, the authorization can still be submitted on the day of the Annual General Meeting (**June 15, 2022**) until the formal end of the opportunity to exercise voting rights by the chairman of the meeting following the answering of questions. The same applies to any revocations of or amendments to a proxy already issued.

Proxy authorizations sent must clearly identify a registered shareholder; the proxy must therefore state the name, date of birth, and address of the shareholders, or the shareholder number. If the proxy is granted by means of a declaration to the company, there is no need for separate proof that authorization has been issued.

d) Order of handling submitted postal votes, proxies, and instructions; further information on voting

If postal votes and/or a proxy authorization with instructions for the proxy representatives appointed by the company are received by more than one communication channel, the most recently received declaration will be given priority. If declarations with more than one form of voting right are received at the same time, postal votes shall have priority over any authorizations and instructions to a proxy representative appointed by the company and the latter shall have priority over any authorizations and instructions to an intermediary, a shareholder association, a voting rights advisor pursuant to Section 134a AktG, and a person equivalent to these pursuant to Section 135(8) AktG. If it is not clear which declaration was made last, the following order will be used: 1. electronically via the shareholder portal 2. by email or 3. by letter.

If an intermediary, a shareholder association, a voting rights advisor pursuant to Section 134a AktG, and a person equivalent to these pursuant to Section 135(8) AktG are not prepared to represent the company, the proxy representatives appointed by the company shall be authorized to represent the company in accordance with the instructions.

The last revocation of a declaration received in due time shall be decisive.

Votes cast by postal vote or proxies and, if applicable, instructions relating to agenda item 2 (Appropriation of Accumulated Profits) shall remain valid even if the proposal on the appropriation of profits is amended as a result of a change in the number of dividend-bearing shares.

If an individual vote is held on an agenda item instead of a collective vote, the postal vote cast or instruction given to the proxy representatives appointed by the company on this agenda item shall apply accordingly to each item of the individual vote.

If only an informal response is received, it will be counted as a postal vote. Double markings in the case of instructions will result in their invalidity.

4. Shareholder rights

a) Amendments to the agenda at the request of a minority (Section 122(2) AktG)

Shareholders whose shares, alone or taken together, amount to a twentieth (five percent) of the share capital or a pro-rated portion of 500,000 euros (equivalent to 192,308 shares) in the share capital may demand that items be added to the agenda and that they be published. The requesting parties shall prove that they have been the holders of the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the Executive Board has reached a decision regarding the request, with Section 70 AktG applicable in calculating the period of share ownership (see Sections 122(2)(1), 122(1)(3) AktG). Section 121(7) AktG shall apply accordingly for the calculation of the period.

The request must be addressed in writing to the company's Executive Board and must be received by the company by **24:00 hours on May 15, 2022 (CEST)**. The following address may be used: JENOPTIK AG, Vorstand, Carl-Zeiß-Straße 1, D-07743 Jena. Each new item on the agenda must be accompanied by a reason or draft resolution.

Amendments to the agenda to be published pursuant to Sections 122(2), 124(1) AktG, provided they were not already published at the time the Meeting was convened, will be published promptly in the same manner in which the meeting was convened upon receipt of the request. They will also be made available on the company's website at www.jenoptik.com/investors/annual-general-meeting, and shareholders will be notified pursuant to Section 125(1)(3) AktG.

b) Shareholders countermotions and proposals for elections pursuant to Sections 126(1), 127 AktG; Section 1(2)(3) COVID-19 Act

Duly authorized and registered shareholders may submit countermotions to proposals put forward by the Executive Board and/or the Supervisory Board regarding a specific item on the agenda pursuant to Section 126(1) AktG, or proposals for the election of Supervisory Board members or auditors pursuant to Section 127 AktG, to the following address.

JENOPTIK AG
Investor Relations
Frau Sabine Barnekow
Carl-Zeiß-Straße 1
07743 Jena
Fax: +49(0)3641-652804
Email: ir@jenoptik.com

Countermotions and proposals for election received from shareholders at least 14 days prior to the day of the Annual General Meeting, i.e., by **24:00 hours (CEST) on May 31, 2022**, and any opinions of the management, will be promptly made available on the company's website at www.jenoptik.de in the Investors/Annual General Meeting section, provided that the other requirements for publication pursuant to Sections 126 and 127 AktG are met.

For proposals pursuant to Section 127 AktG regarding the election of Supervisory Board members or auditors, the comments set out above on Section 126 AktG shall apply accordingly, but with the proviso that the proposal for election does not need to be substantiated. Except in the cases of Section 126(2) AktG, the Executive Board is also not required to make proposals for election accessible if they do not contain the information required by Sections 124(3)(4), 125 (1)(5) AktG (name, occupation, and place of residence of the proposed person; in the case of legal entities as auditors the company name and registered office and, in the case of a proposal by Supervisory Board members, information on their memberships of other legally required supervisory boards or comparable domestic and foreign supervisory bodies within the meaning of Section 125(1)(5) AktG).

Pursuant to Section 1(2)(3) of the COVID-19 Act, countermotions or proposals for election duly submitted in accordance with the above provisions shall be deemed to have been made at the Annual General Meeting if the shareholder making the motion or submitting the proposal for election is duly authorized and registered for the Annual General Meeting. Counter motions or proposals for election submitted in this way do not have to be put forward again at the virtual Annual General Meeting. This does not affect the right of the chairman of the meeting to have the management's proposals put to the vote first.

c) Shareholders' right to raise questions pursuant to Section 131(1) AktG in conjunction with Section 2(1)(2)(1)(3) COVID-19 Act

Pursuant to Section 2(1)(2)(1)(3) COVID-19 Act, the Executive Board and Supervisory Board shall grant shareholders registered for the virtual Annual General Meeting the right to raise questions by electronic communication. The Executive Board will answer the questions to the extent that the information is necessary for the proper assessment of an item on the agenda (Section 131(1) AktG). The Executive Board may refrain from answering individual questions for the reasons stated in Section 131(3) AktG, for example if, based on sound business judgment, providing the information requested would be likely to cause a not inconsiderable disadvantage to the company or an affiliated company. The Executive Board may summarize questions and their answers. We intend to publish a draft of the speeches given by the Executive Board in advance on June 10, 2022 at www.jenoptik.com/investors/annual-general-meeting, allowing shareholders to submit questions relating to these speeches. The right to modify the Executive Board speeches for the day of the Annual General Meeting is reserved.

In accordance with statutory requirements, the Executive Board and Supervisory Board have decided that questions must be submitted in German no later than one day before the start of the meeting, i.e., no later than **11:00 hours (CEST) on June 14, 2022** (time of receipt) exclusively by way of electronic communication via the shareholder portal as set out in section IV. 2 above. No questions may be raised following expiry of this deadline or during the virtual Annual General Meeting itself.

Questions may only be raised by registered shareholders or their proxies (see section IV. 2). Questions in foreign languages may be disregarded. Questions will be answered during the virtual Annual General Meeting. The Executive Board, however, reserves the right to reply to questions in advance on the company's website. We would like to point out that the Executive Board will only read out the name of the shareholder or their proxy when replying to questions if the person raising the question has expressly requested to be named when submitting their question.

d) Procedure for electronic submission of comments and video messages for publication on the shareholder portal

Due to the fact that the Annual General Meeting will be held as a virtual Annual General Meeting, shareholders do not have the opportunity under the statutory provisions of the COVID-19 Act to comment on the agenda by making speeches. The Executive Board has therefore decided, with the approval of the Supervisory Board, to give shareholders or their proxies the additional opportunity, over and above the statutory provisions of the COVID-19 Act and in contrast to previous virtual Annual General Meetings of the company, to submit comments in text form or video messages relating to the agenda before the Annual General Meeting.

Comments and video messages relating to the agenda may be submitted electronically by duly registered shareholders or their proxies via the shareholder portal set out in section IV. 2. in German only and must be received by the company by **16:00 hours (CEST) on June 10, 2022**. Statements may not exceed a maximum length of 10,000 characters and video messages may not exceed a duration of three minutes. Only statements or video messages in which the shareholder or their proxy themselves speak or appear in person are permitted.

We intend to publish the submitted statements or video messages on the company's shareholder portal and, if applicable, also to play them at the virtual Annual General Meeting. The submitted statements or video messages can be accessed on the shareholder portal until the end of the Annual General Meeting. By submitting a statement or video message, the shareholder or their proxy therefore expressly agrees to the statement or video message being published on the shareholder portal for the other shareholders and, if applicable, also in the virtual Annual General Meeting, with the shareholder's name being mentioned. In order to ensure a smooth and swift virtual Annual General Meeting, the Executive Board reserves the right to select video messages to be played at the virtual Annual General Meeting at its due discretion. It may also refrain from playing them at the virtual Annual General Meeting altogether. In doing so, it will in particular take into account the relevance of the content of the video messages to the agenda, the number of shareholders or shares represented by the submitting party, and the sound and image quality of the respective video message.

The company points out that there is no legal entitlement to publication of the statement or video message. In particular, the company reserves the right not to publish statements or video messages (i) that exceed the aforementioned scope, (ii) that are not submitted within the aforementioned deadline, (iii) that have insulting, discriminatory, misleading, or criminally relevant content, (iv) that are not related to the agenda, or (v) that are in a language other than German. A maximum of one statement or video message per shareholder or their proxy will be published.

It should be noted that **the procedure set out in section IV 4. b) and c) applies exclusively to questions, counter-motions, and proposals for election**. Questions, counter-motions, and proposals for election that are included in a statement or video message but are not transmitted as set out in section IV 4. b) and c) will therefore not be considered.

Further information on the technical and legal requirements for the transmission of statements and video messages is available on the shareholder portal.

e) Objection to a resolution of the Annual General Meeting

Notwithstanding Section 245(1) AktG, an objection to an Annual General Meeting resolution to be recorded in the minutes can be declared by shareholders or their proxies who have exercised their voting rights pursuant to Section 2(1)(2)(4) of the COVID-19 Act from the beginning to the end of the virtual Annual General Meeting on June 15, 2022, in German to the notary public recording the minutes by way of electronic communication via the shareholder portal as set out in section IV. 2 above.

The notary has authorized the Company to receive objections via the shareholder portal and receives the objections via this.

5. Further information and publication of documents

Further information on registration for the virtual Annual General Meeting, on exercising voting rights, and on the rights of shareholders pursuant to Sections 122(2), 126(1), 127, and 131(1) AktG and Section 2(1) of the COVID-19 Act can be found on the company's website at www.jenoptik.com/investors/annual-general-meeting. Information pursuant to Section 124a AktG is also available there.

The results of voting will also be available on the company's website at www.jenoptik.com/investors/annual-general-meeting after the virtual Annual General Meeting.

Confirmation of receipt of votes cast electronically pursuant to Section 118(1)(3)(2)(2) AktG and confirmation of the vote count pursuant to Section 129 (5) AktG can be requested via the company's shareholder portal.

The invitation to the Annual General Meeting was published in the Federal Gazette (Bundesanzeiger) dated May 3, 2022.

Jena, May 2022

JENOPTIK Aktiengesellschaft

The Executive Board

Annex: Supplementary information on agenda item 6

New elections to the Supervisory Board

Matthias Wierlacher

Chairman of the Executive Board of Thüringer Aufbaubank

Initial

appointment: 2012

Elected until: End of Annual General Meeting 2022

Personal information:

Year of birth: 1963

Nationality: Austrian

Education/qualifications:

1982–1984 Bank traineeship at Westdeutsche Landesbank Girozentrale in Düsseldorf

1984–1989 Degree in business studies at the University of Münster

Career history:

1989–1991 Trainee in the corporate customer division of Bayerische Vereinsbank AG in Hamburg, Erlangen, and Cologne

1991–1992 Executive Board Assistant at Bayerische Vereinsbank AG in Munich

1992–1994 Adviser to major customers at Bayerische Vereinsbank AG in Frankfurt/Main

1994–1996 Branch Manager at Bayerische Vereinsbank AG with responsibility for corporate customer business in East Thuringia

1997–1999 Branch manager at Bayerische Hypo- und Vereinsbank AG with responsibility for corporate customer business in Thuringia

2000–2001 Member of the Executive Board at Deutsche Effecten- und Wechsel-Beteiligungsgesellschaft AG, Jena

Since February

2002 Chairman of the Executive Board at Thüringer Aufbaubank, Erfurt

Relevant knowledge, abilities, and experience:

- Corporate governance/supervisory board work at listed companies
- CEO experience (in non-listed companies)
- CFO experience (in non-listed companies)
- Financial/business skills, including financial accounting, account balancing, and auditing (financial expert as set out in § 100 para 5 AktG (German Stock Corporation Act))
- HR expertise, including worker participation and social matters
- Strategy/growth planning/mergers and acquisitions/experience of portfolio management
- Knowledge of capital markets

Membership of legally required supervisory boards and comparable supervisory bodies in Germany and abroad:

- Mittelständische Beteiligungsgesellschaft Thüringen mbH, Erfurt (Supervisory Board member, not listed)
- bm-t beteiligungsmanagement thüringen GmbH, Erfurt (Chairman of the Supervisory Board, group mandate, not listed)
- ThüringenForst – public institution, Erfurt (comparable supervisory board, member, not listed)

Other important duties supplementary to the above mandates and Supervisory Board mandate:

None

In the opinion of the Supervisory Board, Matthias Wierlacher is an independent member in accordance with sections C.1, C.6 and C.7 of the German Corporate Governance Code (in the version of December 16, 2019).

Evert Dudok

Executive Vice President Connected Intelligence at Airbus, Munich

Initial

appointment: 2015

Elected until: end of Annual General Meeting 2022

Personal information:

Year of birth: 1959

Nationality: Dutch

Education/qualifications:

Degree in electrical engineering at Eindhoven University of Technology, 1984

Career history:

1984–2000 DASA: Director Navigation, Development Engineer, Head of Antenna Products & Technologies
2000–2002 ASTRIUM: Navigation & Constellations Business Unit
2002–2005 ASTRIUM: Director Business Division Earth Observation, Navigation & Science
2005–2007 President EADS ASTRIUM Space Transportation
2007–2012 CEO of EADS ASTRIUM Satellites
2012–2013 CEO of EADS ASTRIUM Services
Since 2014 Executive Vice President Connected Intelligence at Airbus (division Defence & Space), Munich

Relevant knowledge, abilities, and experience:

- CEO experience (in non-listed companies)
- HR expertise, including worker participation and social matters
- Technology expertise
- Sales and operations
- Digitization
- Markets and international expertise
- Industrial management experience

Membership of legally required supervisory boards and comparable supervisory bodies in Germany and abroad:

None

Other important duties supplementary to the above mandates and Supervisory Board mandate:

None

In the opinion of the Supervisory Board, Evert Dudok is an independent member in accordance with sections C.1, C.6 to C.8 of the German Corporate Governance Code (in the version of December 16, 2019).

Elke Eckstein

CEO Enics AG, Zurich, Switzerland

Initial

appointment: 2017

Elected until: End of Annual General Meeting 2022

Personal information:

Year of birth: 1964

Nationality: German

Education/qualifications:

1980–1982 Siemens school for technical assistant professions, Munich

Beruflicher Werdegang:

1982–1996 SIEMENS AG
1982–1990 SIEMENS AG, Munich, plant for integrated circuits, Diverse engineering positions in the field of bipolar gate arrays
1990–1993 IBM/Siemens 64M development program, East Fishkill, U.S.
1993–1996 IIBM/Siemens, Corbeil-Essonnes, France, Development Project Manager 16

1996–2001 INFINEON AG, Dresden and Hsinchu, Taiwan
1996–1998 Senior R&D Manager, SIMEC
1998–2001 ProMOS, Hsinchu, Taiwan (JV Infineon and Mosel Vitelic), Head of R&D/VP product and technology group

2001–2006 ALTIS SEMICONDUCTOR, Corbeil-Essonnes, France (Infineon and IBM joint venture)
2001–2003 Chief Operating Officer
2003–2006 CEO

2006–2008 AMD SAXONY LLC & Co. KG, Dresden (now Globalfoundries), Vice President FAB 30/38
2008–2010 OSRAM SEMICONDUCTORS, Regensburg, Executive Vice President & COO
2011 GLOBALFOUNDRIES FAB 1, Dresden, Vice President and General Manager
2011–2013 OSRAM AG, Munich, Senior Vice President Corporate Supply Chain Management Quality & Technique, since 2012 also COO Lamps
2013–2018 WEIDMÜLLER GRUPPE, Detmold, Executive board member/COO
2018–April 2019 Executive Advisor & Senior Consultant
2019 – today CEO Enics AG, Zurich, Switzerland (not listed)

Relevant knowledge, abilities, and experience:

- CEO experience (in non-listed companies)
- HR expertise, including worker participation and social matters
- Operations
- Technology expertise
- Digitization
- Strategy/growth planning/mergers and acquisitions
- Markets and international expertise
- Sales
- Entrepreneurship/industrial management experience

Membership of legally required supervisory boards and comparable supervisory bodies in Germany and abroad:

- Enics Eesti AS, Estonia (group mandate, member of comparable supervisory body, Chairwoman, not listed)
- Enics Electronics (Beijing) Ltd., China (group mandate, member of comparable supervisory body, not listed)
- Enics Electronics (Suzhou) Ltd., China (group mandate, member of comparable supervisory body, not listed)
- Enics Finland Oy, Finland (group mandate, member of comparable supervisory body, Chairwoman, not listed)
- Enics Raahe Oy, Finland (group mandate, member of comparable supervisory body, Chairwoman, not listed)
- Enics Schweiz AG, Switzerland (group mandate, member of comparable supervisory body, Chairwoman, not listed)
- Enics Slovakia s.r.o., Slovakia (group mandate, member of comparable supervisory body, not listed)
- Enics Malaysia Sdn. Bhd. (group mandate, member of comparable supervisory body, not listed)
- Saferoad SRH Holding AS, Norway (member of comparable supervisory body, not listed)
- KK Wind Solutions A/S, Denmark (comparable supervisory body, not listed)
- BE Semiconductor Industries NV, Netherlands (member of comparable supervisory body, publicly listed)

Other important duties supplementary to the above mandates and supervisory board mandate:

None

In the opinion of the Supervisory Board, Elke Eckstein is an independent member in accordance with sections C.1, C.6 and C.7 of the German Corporate Governance Code (in the version of December 16, 2019).

Prof. Dr. Ursula Keller

Professor at the federal technical university of Zurich („ETH Zurich“), department physics

Initial

appointment: January 21, 2022 (judicial replacement appointment).

Elected until: end of Annual General Meeting 2022

Personal information:

Year of birth: 1959

Nationality: Swiss

Education/qualifications:

1984: Physics diploma, ETH Zurich, Switzerland

1987: Master of Science in Applied Physics, Stanford University, USA

1989: phd / doctorate in Applied Physics, Stanford University, USA

Career history:

1984–1985 Visiting scientist, Physics department, Heriot-Watt University, Edinburgh, Scotland

1985–1989 PhD student in the department for Applied Physics, Stanford University, USA

1989–1993 MTS, AT&T Bell Labs, Holmdel, USA

since 1993 Professor at ETH Zurich (associate 1993–1997, full professorship since 1997), Physics department, Ultrafast Laser Physics (ULP), Switzerland

2001 Visiting professor at the Lund Institute of Technology, University Lund, Sweden

2006 Miller visiting professor at the University of California in Berkeley, USA

2010–2022 Director of the National Centre of Competence in Research (NCCR) in Molecular Ultrafast Science and Technology (MUST)

Relevant knowledge, abilities, and experience:

- Technological competence
- Digitization
- Markets/International Competence
- Management experience

Membership of legally required boards and comparable supervisory boards in Germany and abroad:

None

Other important duties supplementary to the above mandates and supervisory board mandate:

1995–2014: Co-founder Time-Bandwidth Products (TBP), today part of Lumentum (member of the supervisory board 1995–2014)

2000–2003: Co-founder GigaTera, today part of Lumentum (member of the supervisory board 2000–2003)

2003–2007: University Council of the University of Hanover; Medal of Honor for Special Services

2014–2018: Member of the Research Council of the Swiss National Science Foundation, Mathematics, Natural and Engineering Sciences division

Member of the following major professional organizations:

Fellow of the Optical Society of America (OSA/OPTICA), Director at Large 2010–2012

- EPS in Quantum Electronics 1996–1998 (kooptiert), 1998–2004 (gewählt), 2005–2007 (co-opted)
- elected member of the Board of Governors at the Institute of Electrical and Electronics Engineers IEEE LEOS (2000–2002)
- elected foreign member of the Royal Swedish Academy of Sciences
- elected member of the German National Academy of Sciences Leopoldina
- APS International Councilor (elected) until 2023

In the opinion of the Supervisory Board, Prof. Dr. Keller is an independent member in accordance with sections C.1, C.6 and C.7 of the German Corporate Governance Code (as amended on December 16, 2019).

Doreen Nowotne

Independent management consultant, Hamburg

Initial

appointment: 2015

Elected until: End of Annual General Meeting 2022

Personal information:

Year of birth: 1972

Nationality: German

Education/qualifications:

1992–1996 Degree in business studies at Dresden University of Applied Sciences

Career history:

1996–1999 Senior Consultant at Arthur Andersen

1999–2002 Senior Associate at UBS Capital GmbH

2002–2012 Partner at BC Partner Beteiligungsberatungs GmbH

2013–2014 Member of the Management and adviser to the partners at VAT Vakuumentile AG, Switzerland

Since 2015 Independent business consultant

Relevant knowledge, abilities, and experience:

- longstanding Corporate governance/supervisory board work at listed companies
- Financial/business skills, including financial accounting, account balancing, and auditing (financial expert as set out in § 100 para 5 AktG (German Stock Corporation Act))
- Strategy/growth competence/mergers and acquisitions/experience of portfolio management
- Knowledge of capital markets
- Expertise in sustainability (ESG)

Membership of legally required supervisory boards and comparable supervisory bodies in Germany and abroad:

- Brenntag SE, Essen (Chairwoman of Supervisory Board, publicly listed)
- Lufthansa Technik AG, Hamburg (Supervisory Board member, not listed)
- Franz Haniel & Cie. GmbH (Chairwoman of Supervisory Board, not listed)

Other important duties supplementary to the above mandates and Supervisory Board mandate:

None

In the opinion of the Supervisory Board, Doreen Nowotne is an independent member in accordance with sections C.1, C.6 and C.7 of the German Corporate Governance Code (in the version of December 16, 2019)

Thomas Spitzenpfeil

Managing director/CFO of Schenck Process Holding GmbH, Ludwigsburg

Personal information:

Year of birth: 1962
Nationality: German

Education/qualifications:

1984 bis 1989: Degree in industrial engineering (specializing in mechanical engineering) at Darmstadt Technical University;
Degree: Industrial engineering (Dipl. Wirtsch.-Ing.)

Career history:

1990–1991 Trainee at Robert Bosch GmbH, Nuremberg and Charleston/SC
1991–1993 Commercial management office in the “Automotive Equipment K1” unit at Robert Bosch GmbH, Schwieberdingen
1993–1995 Department head of investment control at VIAG AG, Bonn/Munich
1995–1996 Department head of plant control at Kodak AG, Stuttgart
1996–2002 Various commercial management functions at VAW aluminium AG, Bonn/Grevenbroich, most recently Director Shared Service Center Accounting
2002–2004 CFO of the Rolled Products unit at Hydro Aluminium, resulting from the merger of VAW and Hydro, Grevenbroich/Cologne
2004–2010 CFO of Zumtobel AG, Dornbirn
2010–2018 CFO and CIO of Carl Zeiss AG, Oberkochen
seit 2018 Commercial Managing Director/CFO of Schenck Process Holding GmbH, Darmstadt

Relevant knowledge, abilities, and experience based on skills profile:

- CFO experience (in listed, unlisted, and private equity companies).
- Corporate governance/supervisory board work at listed companies
- Financial/business skills, including financial accounting, account balancing, and control (financial expert as set out in Section 100(5) AktG)
- IT strategy and project expertise
- Strategy/growth planning/mergers and acquisitions/experience of portfolio management
- Knowledge of capital markets (investor relations and bank relations, incl. financing)

Membership of legally required supervisory boards and comparable supervisory bodies in Germany and abroad:

None

Other important duties supplementary to the above mandates and Supervisory Board mandate:

Member of the Aalen Institute for Corporate Governance (AAUF) at Aalen University

In the opinion of the Supervisory Board, Mr. Thomas Spitzenpfeil is an independent member in accordance with sections C.1, C.6 and C.7 of the German Corporate Governance Code (in the version of December 16, 2019).

Overview with disclosures pursuant to Section 125 of the German Stock Corporation Act in conjunction with Table 3 of Implementing Regulation (EU) 2018/1212

| A. Specification of the message | |
|---|---|
| 1. Unique identifier of the event: | f02490f456e8eb118121005056888925 Virtual Annual General Meeting of JENOPTIK Aktiengesellschaft 2022 |
| 2. Type of message: | Notice of the Annual General Meeting: [formal indication according to EU-DVO: NEWM] |
| B. Specification of the issuer | |
| 1. ISIN: | DE000A2NB601 |
| 2. Name of issuer: | JENOPTIK Aktiengesellschaft |
| C. Specification of the meeting | |
| 1. Date of the meeting: | June 15, 2022 [formal indication according to EU-DVO: 20220615] |
| 2. Time of the meeting (start): | 11:00 hours (CEST) [formal indication according to EU-DVO: 9:00 hours UTC] |
| 3. Type of meeting: | Virtual Annual General Meeting without the physical attendance of shareholders or their proxies [formal indication according to EU-DVO: GMET] |
| 4. Location of the meeting: | URL to the company's shareholder portal to follow the Annual General Meeting with audio and video, and to exercise shareholder rights [formal indication according to EU-DVO]: www.jenoptik.com/investors/annual-general-meeting Location of the Annual General Meeting as defined by the German Stock Corporation Act: Carl-Zeiß-Straße 1, 07743 Jena, Germany |
| 5. Technical record date: | June 8, 2022, 24:00 hours (CEST) [formal indication according to EU-DVO: 20220608, 22:00 hours UTC]. The key determinant for participation and voting rights are the shares entered in the share register on the day of the Annual General Meeting. Requests for re-registration in the share register received by the company after the end of the registration deadline in the period from 0:00 hours on June 9, 2022 (CEST) through June 15, 2022, cannot be processed and considered until after the virtual Annual General Meeting on June 15, 2022. The technical record date is therefore June 8, 2022, 24:00 hours (CEST). |
| 6. Annual General Meeting website/ uniform resource locator: | www.jenoptik.com/investors/annual-general-meeting |

More information on the Annual General Meeting

(blocks D to F of table 3 of the Annex to Implementation Regulation (EU) 2018/1212):

More information on participating in the Annual General Meeting (block D), the agenda (block E), and the deadlines for exercising other shareholder rights (block F) can be found on the following website:

www.jenoptik.com/investors/annual-general-meeting

Data protection information:

Your personal data will be processed for the purpose of maintaining the share register as required by the German Stock Corporation Act and for communication with you (e.g., when convening the Annual General Meeting). If you register for the Annual General Meeting, grant a proxy, authorize the proxy representatives appointed by the company, make use of a postal vote, or send statements or video messages to the company, the company will also collect personal data about you and/or your proxy. This is done to enable you to exercise your rights at the virtual Annual General Meeting. JENOPTIK AG processes your data as the controller, in compliance with the provisions of the EU General Data Protection Regulation and the Federal Data Protection Act. Details on how we use your personal data can be found on the company's website at www.jenoptik.de/investors/annual-general-meeting.