

## COURTESY TRANSLATION

OF THE LEGALLY BINDING INVITATION TO AND AGENDA OF THE ANNUAL GENERAL MEETING IN GERMAN  
LANGUAGE

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**Carl Zeiss Meditec AG, Jena**

- ISIN: DE 0005313704 -

### **Invitation to the Annual General Meeting**

Our shareholders are herewith invited to attend the  
Annual General Meeting on Tuesday,

*19 May 2009, at 10:00 am*

in the "congress centrum neue weimarhalle", UNESCO-Platz 1, 99423 Weimar.

#### **I. Agenda**

- 1. Presentation of the adopted Annual Financial Statements and the approved Consolidated Financial Statements as of 30 September 2008, the Management Report for Carl Zeiss Meditec AG and the Group for the financial year from 01 October 2007 to 30 September 2008 together with the Explanatory Report of the Management Board in accordance with Art. 289 (4), 315 (4) HGB as well as the Supervisory Board Report.**

The above named documents may be inspected at the Company's place of business at Göschwitzer Straße 51-52, D-07745 Jena and on the Website <http://www.meditec.zeiss.de/hv>. A copy of the above documents will be sent immediately and free of charge to each shareholder upon request.

- 2. Resolution on the distribution of the balance sheet profit for financial year 2007/2008**

The Company plans to distribute EUR 0.18 for each no-par value share carrying dividend rights from the balance sheet profit for financial year 2007/2008.

The Management and Supervisory Boards therefore propose utilising the net retained profits of €32,757,080.02 for financial year 2007/2008 as follows:

1. Payment of a dividend of €0.18 per no-par-value share for 81,309,610 no-par-value shares: €14,635,729.80
2. Carryforward of residual profit to new account: €18.121.350,22.

## COURTESY TRANSLATION

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LANGUAGE

---

### **3. Resolution on the discharge of the Management Board members for financial year 2007/2008**

The Management and Supervisory Boards propose that the members of the Management Board be granted a discharge for financial year 2007/2008.

### **4. Resolution on the discharge of the Supervisory Board members for financial year 2007/2008**

The Management and Supervisory Boards propose that the members of the Supervisory Board be granted a discharge for financial year 2007/2008.

### **5. Appointment of auditor for financial year 2008/2009**

The Supervisory Board proposes the appointment of Prof. Dr. Binder, Dr. Dr. Hillebrecht & Partner GmbH, Wirtschaftsprüfungsgesellschaft, Stuttgart, as the Company's auditor for financial year 2008/2009.

### **6. Election of group auditor for financial year 2008/2009**

The Supervisory Board proposes the election of KPMG Aktiengesellschaft-Wirtschaftsprüfungsgesellschaft, Stuttgart, as the Company's group auditor for financial year 2008/2009.

### **7. Resolution on authorisation to purchase Company's own shares**

Since the existing authorisation for the acquisition of own shares – based on the resolution of the Annual General Meeting on 07 March 2008 – will expire during the course of financial year 2008/2009, a renewal of the authorisation of the Management Board to acquire the Company's own shares is necessary.

The Management and Supervisory Boards submit the following proposal:

- a) The Company will be authorised to purchase its own shares up until 18 November 2010, in order to
  - offer them for purchase to employees of the Company and affiliates of the Company as defined by Art. 15 ff. AktG, or
  - use them for the purpose of mergers with companies or within the scope of purchasing companies, parts of companies or shares in companies, or

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LANGUAGE

---

- to recall them.
- b) The authorisation shall be limited to the acquisition of shares equivalent to share capital of €8,130,000.00 or less than 10% of the total existing share capital. The authorisation may be exercised in one or more segments by the Company itself or a third party appointed by the Company, provided the total amount is not exceeded. The acquired shares, together with other own shares in the possession of the Company and ascribable to it pursuant to Art. 71a ff AktG, may at no time exceed 10% of the share capital.
- c) The shares shall be purchased at the stock exchange. The consideration paid by the Company per share (excluding incidental purchase costs) may not be more than 10% above or below the closing rate of the shares in Xetra trading (or an equivalent successor system to the Xetra trading system) at the Frankfurt Stock Exchange on the previous day of business.
- d) The Management Board shall be authorised, subject to the approval of the Supervisory Board, to offer the Company's shares acquired on the basis of the above authorisation for purchase by the Company's employees and affiliated companies as defined by Art. 15 ff AktG.
- e) The Management Board shall be authorised, subject to the approval of the Supervisory Board, to recall shares of the Company acquired on the basis of the above authorisation as a (part-) consideration within the scope of mergers or for the purchase of companies, parts of companies or shares in companies.
- f) The Management Board shall be authorised, subject to the approval of the Supervisory Board, to recall shares acquired on the basis of the above authorisation without the recall requiring a further resolution of the Annual General Meeting. The recall may be restricted to a portion of the acquired shares; the recall authorisation may be exercised on more than one occasion.
- g) The authorisations pursuant to d), e) and f) may be exercised in one or more segments, on one or more occasions, individually or jointly.
- h) The right of shareholders to subscribe to the Company's own shares shall be excluded insofar as these shares are used pursuant to the authorisations in d) and e) above.
- i) The current authorisation for the acquisition of the Company's own shares, as approved by the Annual General Meeting on 07 March 2008 and limited until 06 September 2009, shall be cancelled as of the date upon which the new authorisation becomes effective.

**Report by the Management Board on the exclusion of subscription rights for the sale of the Company's own shares pursuant to Art. 71 (1) No. 8 sentence 5 in conjunction with Art. 186 (4) sentence 2 AktG:**

## COURTESY TRANSLATION

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LANGUAGE

---

The Management Board shall submit a written report to Agenda Item 7 on the grounds for authorising the exclusion of subscription rights in the sale of the Company's own shares. The report will be available for inspection by shareholders at the premises of the Company, Göschwitzer Straße 51 - 52, D-07745 Jena, starting with the day on which the Annual General Meeting is convened. It can also be inspected on the Web at <http://www.meditec.zeiss.de/hv>. A copy of the report will be sent immediately and free of charge to any shareholder on request.

The report will be published as follows:

The sale following acquisition of the Company's own shares with the exclusion of subscription rights is to be permitted in the following cases:

The Company should be in a position to issue shares to its employees and those of its affiliates. The issue of employee shares is encouraged by the legislators and thus facilitated in a number of ways. The issue of employee shares promotes the integration of employees and the assumption of responsibility, and contributes to the stability of the staff. The Company should also be in a position to use its own shares as (partial) consideration within the scope of mergers or for the acquisition of companies, holdings in companies or parts thereof. International competition and the globalisation of the economy increasingly require this form of reciprocal service.

The proposed authorisation is intended to give the Company the necessary scope to react quickly and flexibly to any opportunity that may arise for the acquisition of a company or an interest. This is provided for by the proposed exclusion of the subscription rights of shareholders, as the Company's own shares can be used, if need be, as an "exchange currency". The selling price may not be more than 10% below the closing rate of the shares in Xetra trading (or an equivalent successor system) at the Frankfurt Stock Exchange on the day before the binding agreement. This will rule out a major disadvantage of shareholders excluded from subscription rights.

The Management Board will report to the Annual General Meeting each time it exercises this authorisation.

## **II. Prerequisites for participation in the Annual General Meeting**

Only shareholders who register for the General Meeting with proof of their shareholdings are entitled to participate in the General Meeting and exercise their voting rights. Proof of share ownership requires a specific written certificate of share ownership from the custodian bank, made out to the beginning of the twenty-first day prior to the Annual General Meeting (i.e. 28 April 2009, 00:00 a.m.).

The notification and proof of share ownership must be made in German or English and must be received by the Company at the address below by no later than the seventh day prior to the Annual General Meeting (so by no later than 12 May 2009 at 24:00 hours):

## COURTESY TRANSLATION

OF THE LEGALLY BINDING INVITATION TO AND AGENDA OF THE ANNUAL GENERAL MEETING IN GERMAN  
LANGUAGE

---

Carl Zeiss Meditec AG  
c/o Commerzbank AG  
ZTB M 3.2.4 General Meeting / Proxy Voting  
60261 Frankfurt am Main

### **III. Proxies**

Shareholders who do not wish to attend the Annual General Meeting personally may exercise their voting rights by proxy, e.g. through a financial institution or shareholders' association.

If neither a financial institution nor a shareholders' association nor any other equivalent person or institution as defined in the share-related provisions is to be authorised as the proxy, the authorisation is to be issued in writing (Art. 126 BGB).

For authorisation of financial institutions, shareholder associations or other equivalent persons or institutions as defined in the share-related provisions, we request that details of the authorisation be obtained from the financial institution or similar proxy holder named above.

As a special service to our shareholders we provide the option of appointing a proxy named by the Company.

Shareholders who wish to appoint a proxy to vote on their behalf will require an admission ticket to the Annual General Meeting. To ensure timely receipt of the admission ticket, appointments should be notified to the custodian bank as soon as possible.

Insofar as a proxy named by the Company is appointed, instructions must be given to the former on the exercise of voting rights. Proxies are obliged to vote according to instructions. The proxies are not able to exercise other shareholder rights, such as to ask questions, cast motions or to provide clarifications. Proxies may also not participate in any votes on other counter motions or any other motions cast during the General Meeting. In such cases, they will abstain from voting. Authorisations and instructions to the Company's proxies must be received by the end of 18 May 2009 by the Company's proxies at the following address: Carl Zeiss Meditec AG, c/o Better Orange IR & HV AG, Haidelweg 48, 81241 Munich, Germany.

The shareholders will receive further information on proxies as well as a form for appointing the proxy and issuing their instructions together with the admission ticket to the Annual General Meeting from their custodian bank. Shareholders may also obtain information on proxies in the Internet at <http://www.meditec.zeiss.de/hv>. Our shareholders can obtain information personally from Monday to Friday between 9.00 and 17.00 on +49 (0) 89 / 889 690 620.

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---

### **IV. Total number of shares and voting rights at the time that the Annual General Meeting is convened**

At the time of convening the Annual General Meeting, the Company's share capital amounts to €81,309,610.00 and is divided into 81,309,610 no-par-value shares. Each share entitles the holder to one vote. At the time of convening the Annual General Meeting, the total number of voting rights therefore amounts to 81,309,610.

### **V. Motions by shareholders and candidate proposals**

Motions by shareholders pursuant to Arts. 126 and 127 AktG must be sent

- by post to:  
Carl Zeiss Meditec AG  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 München
- by fax to:  
+49 (0)89 / 88 96 906 - 66
- by e-mail to:  
[meditec.zeiss@better-orange.de](mailto:meditec.zeiss@better-orange.de)

We will make counter motions and candidate proposals we receive by no later than two weeks prior to the date of the Annual General Meeting available on the Web at <http://www.meditec.zeiss.de/hv>, in accordance with the statutory regulations. Any statements made by the management will likewise be published at the above-named Internet address after this date.

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---

### **VI. Organisational notes**

Shareholders wanting to ask questions at the Annual General Meeting are asked to send these as soon as possible to the Company (Management Board office, Göschwitzer Straße 51-52, 07745 Jena, Germany, fax: +49 (0)3641-220-102 or via email to [investors@meditec.zeiss.com](mailto:investors@meditec.zeiss.com)), to make it easier for these questions to be answered.

Jena, April 2009

Carl Zeiss Meditec AG

The Management Board