

Corporate Governance Statement (with Corporate Governance Report)

In this statement, The Executive and Supervisory Boards report on the corporate governance of the company in accordance with § 289 f, § 315 d HGB and Principle 23 of the German Corporate Governance Code (the Code).

The JENOPTIK AG Executive and Supervisory Boards affirm their commitment to responsible corporate governance and control, geared towards long-term value creation and encompassing all units within the Group. They see good corporate governance as the foundation for sustained corporate success and, at the same time, an important contribution to strengthening the trust in Jenoptik on the part of shareholders, business partners, employees, and the general public.

Corporate Governance

In December 2024, the Executive and Supervisory Boards jointly adopted the following Declaration of Conformity in accordance with § 161 AktG, which is permanently available to shareholders on the company's website at www.jenoptik.com under the category Investors/Corporate Governance. If, in the future, changes arise at Jenoptik which have an impact on a declared compliance, the Declaration of Conformity will be updated during the year.

Declaration of Conformity by the Executive Board and Supervisory Board of JENOPTIK AG in the Fiscal Year 2024

According to § 161 (1)(1) AktG, the Executive and Supervisory Boards of a listed company are required to issue a declaration once a year that the recommendations of the "Government Commission on the German Corporate Governance Code" ("Code") as published by the Federal Ministry of Justice in the official section of the Federal Gazette (Bundesanzeiger) have been and are complied with, or to indicate which recommendations have not been or will not be applied and why not.

The Executive Board and the Supervisory Board of JENOPTIK AG support the recommendations of the Code in the version dated April 28, 2022, and state that, pursuant to § 161 (1)(1) AktG:

Since the last Declaration of Conformity as of December 12, 2023 the recommendations of the Code have been complied with with the exception of the recommendation stated below under 1. and will be complied with in the future with the exceptions under 1. and 2. which are declared as a precautionary measure.

1. In accordance with recommendation C.4 of the Code, a Supervisory Board member who is not a member of the Executive Board of a listed company shall not accept more than five Supervisory Board mandates at non-group listed companies or comparable functions, with an appointment as Chair of the Supervisory Board being counted twice.

A deviation from this recommendation has been declared as a precautionary measure for the period since the last declaration of conformity and for the future. Our Supervisory Board member, Ms. Elke Eckstein, is a member of the following supervisory bodies: Saferoad Holding AS, Norway (not listed), KK Wind Solutions A/S, Denmark (not listed), BE Semiconductor Industries NV, Netherlands (stock-listed), U-Blox Holding AG, Switzerland (listed) as well as of Viacon Group AB, Sweden (not listed). Provided that the position at Jenoptik, which from Jenoptik's point of view is internal to the Group, is also counted in the addition of the seats, Ms. Eckstein holds a total of six Supervisory Board and comparable mandates at listed and not listed companies, so that a deviation from recommendation C.4 is declared as a precautionary measure.

The Supervisory Board has ensured that Ms. Eckstein always has sufficient time to perform her duties at JENOPTIK AG.

2. In accordance with recommendation C.10 of the Code the Chair of the Supervisory Board, the Chair of the Audit Committee, as well as the Chair of the committee that addresses Executive Board remuneration, shall be independent from the company and the Executive Board. When assessing the independence of Supervisory Board members from the company and its Executive Board, shareholder representatives shall particularly take into consideration – in accordance with recommendation C.7 – whether the respective Supervisory Board member has been a member of the Supervisory Board for more than twelve years.

As a precautionary measure, a deviation from this recommendation is declared for the future. Mr. Wierlacher has been a member of the Supervisory Board since June 6, 2012, and Chairman of the Supervisory Board of JENOPTIK AG since 2015. Mr. Wierlacher has already announced that he will not stand for re-election when his mandate expires in June 2026. At the time of his last reappointment in June 2022, Mr. Wierlacher had been a member of the Supervisory Board for 10 years only. The Supervisory Board does not believe that Mr. Wierlacher's now twelve years of service on the Supervisory Board constitute a material and not merely temporary conflict of interest, nor does it believe that Mr. Wierlacher's performance of his duties as Chairman of the Supervisory Board and Personnel Committee is impaired. On the contrary, the Supervisory Board is of the opinion that Mr. Wierlacher's many years of knowledge of the Jenoptik Group and its products and technologies make a significant contribution to promoting and supporting the work of the entire Supervisory Board.

December 11, 2024

JENOPTIK AG

For the Executive Board



Dr. Stefan Traeger

For the Supervisory Board



Matthias Wierlacher

Information on Methods of Corporate Governance

Code of conduct, compliance, opportunity and risk management

At Jenoptik, economic success and responsibility for our actions are inextricably linked. For us, respect, fairness, openness, and compliance with statutory provisions and intra-group regulations are essential factors for responsible dealing with all stakeholders. Jenoptik's most important principles of conduct are summarized in an Integrity Code which is equally binding on all employees, managers, and the Executive Board of the Jenoptik Group. It sets out the fundamental principles and rules for our actions within the company as well as towards external partners and the public. This enables us to ensure a high level of integrity as well as ethical and legal standards within the Jenoptik Group. Should any employees have questions about the Jenoptik Integrity Code or if they suspect any violations of the law or regulations, they may confidentially approach their respective manager or the contact persons named in the Integrity Code. Employees may also report significant violations that require confidential treatment using a digital and anonymous whistleblowing system in several languages on our internal platforms as well as the Jenoptik website. It is operated independently by EQS Group AG. The data is stored on protected servers in Germany. Confidential processing of reports, which can also be submitted by telephone or email, is carried out exclusively by appropriately trained Jenoptik employees.

For information on the Jenoptik Integrity Code, see www.jenoptik.com under the category Investors/Corporate Governance/Integrity Code

Requirements for our suppliers and sales partners are set out in the Jenoptik Group's Code of Conduct for Business Partners, which applies to all business partners worldwide. Jenoptik has also signed the Diversity Charter and is a signatory to the UN Global Compact.

Compliance with national and internationally recognized compliance requirements is an essential element of our risk prevention and the processes of the Jenoptik Compliance Management System (CMS). The Jenoptik values, the Jenoptik Integrity Code and numerous process descriptions form the basis of the CMS. Compliance with them is central to the trust of our business partners, shareholders, and the public in Jenoptik's performance and integrity. The CMS is continuously developed and adapted in line with changing conditions.

With the group guidelines and process descriptions for key business processes, the Jenoptik Group has a globally uniform framework. Central departments, divisions, and regions can reinforce this set of rules with more detailed regulations in accordance with their respective requirements. The guidelines are regularly reviewed, and extended or updated as necessary. This system of processes is designed to identify any possible deficits in the company at an early stage and to take appropriate actions to minimize or eliminate them.

On the Executive Board, Dr. Stefan Traeger is responsible for the central Compliance, Trade Compliance & Risk Management department. Global compliance activities are coordinated by the center of excellence in Germany and supported by local colleagues in the Americas and the Asia/Pacific region.

In order to familiarize employees with these topics and to improve employee awareness, regular online training courses and in-person events are held on compliance-related subjects, such as anti-corruption, anti-trust law, export control, IT security, and data protection. The aim of this is to create a company-wide uniform understanding of our compliance standards. Main training courses are offered for new employees as well as mandatory e-learning refresher courses for all employees. In addition, employees can contact the central Compliance & Risk Management department with any questions relating to compliance issues at Jenoptik as well as use a help desk on the intranet or a smartphone app.

For further information on compliance and supplier management, see the "Sustainability Statement" chapter

For Jenoptik, good corporate governance also includes continuous and systematic management of opportunities and risks. To this end, a revised Enterprise Risk Management System (ERM) was implemented throughout the entire organization in 2024. The goal is to support the implementation of the group strategy and to define actions that create an optimum balance between growth and return targets on the one side and the associated risks on the other.

For detailed information on risk management and the internal control system, see the Risk and Opportunity Report

Sustainability

Jenoptik's understanding of sustainability is based on the conviction that the economic goals of the company, and thus long-term profitable growth, can only be achieved by behaving responsibly in line with the environment and society. In the separate Sustainability Statement, which also contains the non-financial disclosures in accordance with the German Commercial Code (HGB) in a separate section, we provide detailed information on Jenoptik's sustainability management, e.g., in the environmental, social and governance areas.

For further information, see the Sustainability Statement

Composition and Procedures of the Executive Board, the Supervisory Board, and its committees

JENOPTIK AG is a stock corporation under German law with a dual management system, comprising the Executive Board and Supervisory Board. Tasks and powers of the Executive and Supervisory Boards as well as their composition and working methods are essentially determined by the German Stock Corporation Act, the Articles of Association of JENOPTIK AG, and the Rules of Procedure. The Executive Board runs the company on its own responsibility and in the interests of the company with the aim of sustainably increasing the company's value. It takes into account the concerns of all stakeholders, in particular shareholders and the Group's employees. The Supervisory Board advises and monitors the Executive Board in its leadership of the company and is involved in decisions of fundamental importance to the company.

Executive Board

The members of the Executive Board of JENOPTIK AG are appointed by the Supervisory Board. In 2024, the JENOPTIK AG Executive Board consisted of the following persons: Dr. Stefan Traeger, Dr. Prisca Havranek-Kosicek, Dr. Ralf Kuschnerreit.

All members of the Executive Board share common responsibility for the overall management of the Group and decide on fundamental questions of business policy, the corporate strategy, in which environmental, social and governance objectives are given appropriate consideration alongside long-term economic goals, as well as planning with financial and sustainability-related targets. The Executive Board has not set up any committees. It is supported in the management of the company by the Executive Management Committee (EMC). At monthly meetings, the members of the EMC provide the Executive Board with information on all events relevant to the company and the economic situation of the divisions.

The Executive Board also ensures compliance with statutory provisions and internal regulations and requirements (compliance). It is responsible for the preparation of interim reports and statements, Consolidated and Annual Financial Statements, and for setting up the control and risk management system tailored to the company's risk situation and the compliance management system. The Executive Board ensures that strategic, operational, financial, and compliance-related risks and opportunities, as well as sustainability issues within these categories, are identified, presented transparently and comparably, systematically assessed, and managed at an early stage. The specific allocation of responsibilities and tasks within the Executive Board (including the responsibility for sustainability issues (environment, social, governance))) is regulated in an organizational chart as an appendix to the Executive Board's Rules of Procedure.

T66 Members of the the Executive Board

	Dr. Stefan Traeger Chairman of the Executive Board	Dr. Prisca Havranek-Kosicek Member of the Executive Board	Dr. Ralf Kuschnereit Member of the Executive Board
Executive responsibilities (as of 1.1.2025)	<ul style="list-style-type: none"> SBU Metrology & Production Solutions SBU Smart Mobility Solutions Prodomax Region Asia Human Resources/Labour Director (HR), Strategy & Business Development incl. Mergers & Acquisitions (M&A), Marketing & Communication, Legal, Compliance & Risk incl. Data Protection and Export Control Exportkontrolle 	<ul style="list-style-type: none"> Finance, Tax, Insurance, Treasury, Sustainability, Corporate Real Estate, Investor Relations, Internal Audit, IT incl. Information Security 	<ul style="list-style-type: none"> SBU Semiconductor & Advanced Manufacturing SBU Biophotonics Region North America Business System & Operational Excellence, Corporate Innovation & Digital Transformation, Purchasing, Quality, Environmental, Health and Occupational Safety, Intellectual Property (IP)
Further membership in supervisory boards and comparable supervisory bodies	<ul style="list-style-type: none"> Aixtron SE (member, listed) JENOPTIK North America, Inc., USA (gi, chairman, CSB) JENOPTIK (Shanghai) Precision Instrument and Equipment Co., Ltd., China (gi; member, CSB) JENOPTIK (Shanghai) International Trading Co., Ltd., China (gi, member, CSB) JENOPTIK JAPAN Co. Ltd., Japan (gi, member, CSB) Prodomax Automation Ltd., Kanada (gi, member, CSB) 	<ul style="list-style-type: none"> JENOPTIK North America, Inc., USA (gi, member, CSB) Sulzer AG, Switzerland (member, CSB, listed) 	<ul style="list-style-type: none"> JENOPTIK JAPAN Co. Ltd., Japan (gi, member, CSB) JENOPTIK Optical Systems, LLC, USA (gi, chairman, CSB, until June 30, 2024) JENOPTIK North America, Inc. (gi, member, CSB, since June 2024) SwissOptic (Wuhan) Co., Ltd., China (gi, member until April 24, 2024, CSB)

Abbreviations: CSB - comparable supervisory bodies, gi - group-internal mandate

The members of the Executive Board work closely together in a collegial manner and continually inform one another of important measures and events within their assigned areas. Executive Board meetings take place at least once a month. The Supervisory Board has issued Rules of Procedure for the Executive Board. These define which significant business transactions require the approval of the Executive Board as a whole or of the Supervisory Board. In addition, the way the Executive Board is working internally, and the methods of reporting to and coordination with the Supervisory Board are regulated in greater detail.

The Chairman of the Executive Board coordinates the cooperation of the Executive Board with the Supervisory Board. Members of the Executive Board are required to disclose conflicts of interest to the Supervisory Board without delay and to inform the other members of the Executive Board of this.

For more information about the working methods and composition of the Executive Board, see the Rules of Procedure of the Executive Board at www.jenoptik.com/about-jenoptik/management/executive-board-and-executive-management-committee-emc

Supervisory Board

The Supervisory Board of JENOPTIK AG has equal representation in accordance with the German Codetermination Act and consists of twelve members, six of whom are elected by the shareholders at the Annual General Meeting and six of whom are nominated by the employees in accordance with the Codetermination Act. The Supervisory Board is composed in such a way that, as a whole, it is endowed with the knowledge, abilities, and professional experience necessary to carry out its tasks in an orderly manner. Each member ensures that they have sufficient time available in which to perform their duties. Six of its twelve members, three shareholder and three employee representatives, are female, currently exceeding the requirements of § 96 (2)(1) AktG. The concept of diversity pursued with respect to the composition of the Supervisory Board is described in section ["2. Diversity policy for the Supervisory Board"](#) of this statement. The shareholder representatives were elected individually at the 2022 or 2024 Annual General Meeting, three of them for a term of office until the end of the 2025 Annual General Meeting and three until the end of the 2026 Annual General Meeting.

Further details on the composition of the Supervisory Board and its committees
see § 11 of the Articles of Associations of JENOPTIK AG, the Report of the
Supervisory Board and the 2024 Annual Financial Statements of JENOPTIK AG

The Chairman of the Supervisory Board is elected by the members of the Supervisory Board. He coordinates the work of the Supervisory Board, presides over its meetings, and represents the body externally. The Chairman maintains regular contact with the Executive Board, in particular with the Chairman of the Executive Board, who also between meetings informs the Supervisory Board Chairman immediately on important events that are of crucial importance to the position and development of the company. In the event of a tied vote by the Supervisory Board, a second round of voting is conducted in which the Board Chairman casts two votes, insofar as this is permitted by law. The Chairman of the Supervisory Board also chairs the Personnel, Mediation, Investment, and Nomination Committees, but not the Audit and ESG Committee or the Innovation Committee.

The Supervisory Board meets at least four times a year, but as a rule meets five times a year because of the Supervisory Board's strategy meeting which takes place in the fall. Taking into account the results of the audit as well as the recommendations of the Audit and ESG Committee, the Supervisory Board examines and approves the Annual and Consolidated Financial Statements, the Sustainability Statement with the additional non-financial disclosures, the Combined Management Report of JENOPTIK AG and the Group, and adopts the Annual Financial Statements. EY GmbH & Co. KG, Wirtschaftsprüfungsgesellschaft, Stuttgart, was appointed to audit the Annual and Consolidated Financial Statements for the fiscal year 2024. The Supervisory Board also decides on the Executive Board's proposal for the appropriation of accumulated profits, which is then submitted to the Annual General Meeting for resolution. It decides and regularly reviews the system for the remuneration of Executive Board members. Together with the Executive Board, the Supervisory Board is also responsible for preparing the Remuneration Report. It also deals with various sustainability issues, in particular the sustainability strategy. The Supervisory Board also meets regularly without the Executive Board.

At regular intervals, the Supervisory Board carries out a review of how effectively the Supervisory Board as a whole and its committees fulfill their duties. This is externally evaluated every three years. In the intervening period, it is discussed and reviewed internally on an annual basis. After the last external evaluation was carried out in 2023, the Supervisory Board carried out an internal self-assessment in the past fiscal year. As a result of the last external review, a formalized onboarding process for new Supervisory Board members was adopted as a first step. The implementation of this process is intended to ensure the smooth integration of new Supervisory Board members by providing them with the necessary information and tools to work effectively. As a further action, an Innovation Committee of the Supervisory Board was established to support the implementation of new ideas and technologies as well as digitization topics within the company. Overall, the most recent reviews of the cooperation within the Supervisory Board and its skills, have revealed a positive picture of the activities of the Supervisory Board and its committees, even in a benchmark of comparable companies, and confirmed the professional and trusting cooperation within the Supervisory Board.

All Supervisory Board members are to disclose any conflicts of interest to the Supervisory Board without delay. There were no conflicts of interest requiring disclosure with regard to the Supervisory Board members in the fiscal year 2024.

The Rules of Procedure for the Supervisory Board govern key aspects of cooperation within the Board and with the Executive Board.

See Rules of Procedure for the Supervisory Board at
www.jenoptik.com/about-jenoptik/management/supervisory-board

The Supervisory Board currently has six **committees** that, with the exception of the Nomination Committee, which is composed only of shareholder representatives, are made up of equal numbers of shareholder and employee representatives. The candidates' professional and personal expertise is taken into account in the formation of committees.

The committees prepare decisions for the Supervisory Board or, in individual cases, make decisions in place of the Supervisory Board insofar as this is permitted by law. The respective committee chairmen report to the Board on the content discussed and the resolutions and recommendations approved no later than at the next Supervisory Board meeting.

The **Audit and ESG Committee** meets at least four times a year. It monitors the accounting, the accounting processes, and auditing of the financial statements and deals with the effectiveness, appropriateness, and further development of the compliance, risk management, and internal control systems. After obtaining a declaration of independence from the auditor as well as verifying their qualifications, it prepares the Supervisory Board's recommendation to the Annual General Meeting for election of the auditor, grants the audit assignment to the elected auditor, and sets out the main points for the audit. It consults with the auditor on the assessment of the audit risk, audit strategy, and audit planning, and regularly assesses the quality of the audit. It also adopts and updates a catalog of previously approved permissible non-audit services for the auditor. On the basis of the auditor's reports, and following its own review, the Audit and ESG Committee submits proposals to the Supervisory Board for the adoption of the Annual Financial Statements of JENOPTIK AG and the approval of the Consolidated Financial Statements. The Chairman of the committee regularly discusses the progress of the audit with the auditor outside of meetings and reports on this. The committee also regularly discusses individual agenda items with the auditor without the Executive Board. Due to the ever-increasing importance of sustainability issues and the specialist expertise available in the Audit Committee in particular, the Supervisory Board assigned additional, exclusively preparatory ESG tasks to the committee in the past fiscal year to enable a more intensive and efficient discussion of sustainability-related issues. In addition to the non-financial KPIs and the preliminary review of the Sustainability Statement for the Supervisory Board, the Audit and ESG Committee will therefore in the future also deal with other, sustainability issues not related to accounting, provided that these do not concern ESG issues handled by other committees, e.g., the Personnel Committee. With this expansion of duties, the Audit Committee was renamed the **Audit and ESG Committee**. The Internal Audit department, the Legal department, the Compliance & Risk Management department, IT, and other Corporate Center departments report regularly to the Audit and ESG Committee.

T67 Committee memberships of the Supervisory Board members (as of December 31, 2024)

Members of the Personnel Committee	Members of the Mediation Committee	Members of the Nomination Committee	Members of the Audit and ESG Committee	Members of the Investment Committee	Members of the Innovation Committee (since March 25, 2024)
Matthias Wierlacher, Chairman	Matthias Wierlacher, Chairman	Matthias Wierlacher, Chairman	Thomas Spitzenpfeil, Chairman	Matthias Wierlacher, Chairman	Prof. Ursula Keller (Chairwoman since May 6, 2024)
Jakob Habermann, Deputy Chairmen	Evert Dudok	Evert Dudok	Daniela Mattheus, Deputy Chairwoman	Jakob Habermann, Deputy Chairman	Evert Dudok
Evert Dudok	Alexander Münkwitz	Elke Eckstein	Dörthe Knips	André Hillner	Elke Eckstein
Elke Eckstein	Jakob Habermann		Alexander Münkwitz	Ursula Keller	André Hillner
Dörthe Knips				Christina Süßenbach	Alexander Münkwitz
Franziska Wolf				Thomas Spitzenpfeil (since March 26, 2024)	Christina Süßenbach
				Elke Eckstein (up to March 25, 2024)	

Both Thomas Spitzenpfeil as Chairman of the Audit and ESG Committee and Daniela Mattheus as his deputy have expertise in accounting and auditing as defined by § 100 (5) AktG. It is the opinion of the Supervisory Board that both are independent members (detailed information on this can be found in "[2. Diversity policy for the Supervisory Board](#)"). They are no former members of the Executive Board of JENOPTIK AG.

Mr. Spitzenpfeil's expertise in the field of accounting is based on his professional career and his current activities as CFO of the Zentiva Group and member of the Advisory Committee of Joachim Goldbeck GmbH, in the application of accounting principles and internal control and risk management systems. His expertise in auditing consists of specialist knowledge and many years of experience in supporting the audits at various corporations, some of which are listed on the stock exchange, in positions of responsibility.

Due to her professional career at two major accounting firms, Ms. Mattheus has extensive expertise in the field of accounting and corporate governance. For many years, she headed the Audit Committee Institute e.V. at KPMG, subsequently becoming Corporate Governance Leader EMEA in the Financial Accounting Advisory Service at Ernst & Young. She is also Honorary President of the Financial Expert Association e. V. Due to her extensive and many years of expertise as a member of supervisory boards and chair of audit committees at various German listed and non-listed corporations, she has extensive knowledge of auditing financial statements. She completed further training as a "Certified Sustainability Reporting Specialist", and is also actively involved in discussing current developments in the field of sustainability reporting and its auditing in specialist committees, contributing this additional expertise to the Audit and ESG Committee.

For further information on the activities of Ms. Mattheus and Mr. Spitzenpfeil in these areas see resumes of both members at www.jenoptik.com/about-jenoptik/management/supervisory-board

The [Personnel Committee](#) meets at least once a year. It deals with the long-term succession planning for the members of the Executive Board and prepares their appointment by the Supervisory Board. The Personnel Committee regularly reviews the remuneration system for the Executive Board members, which is then approved by the Supervisory Board and submitted to the Annual General Meeting for approval in accordance with the statutory provisions. The Personnel Committee also prepares the conclusion and settlement of the target agreements for the short-term and long-term variable remuneration for the Executive Board members. If necessary, it may be supported by external, independent consultants.

The [Nomination Committee](#) proposes to the Supervisory Board suitable candidates for election to the Supervisory Board to the Annual General Meeting and meets only when required. Its proposals are developed taking into account the requirements and skills profile for the Supervisory Board as well as the Diversity Statement which is part of the Supervisory Board's Rules of Procedure. The committee also takes into account whether overall compliance with the gender ratio has been objected to in accordance with § 111 (5) and 96 (2) AktG (for detailed information, see "[2. Diversity policy for the Supervisory Board](#)").

The [Investment Committee](#) advises the Executive Board and supports the Supervisory Board on investment or divestment decisions requiring approval in accordance with the Executive Board's Rules of Procedure, in particular with the preparation and operational implementation of resolutions on the acquisition or sale of equity interests in companies or parts of companies.

Newly established in the past fiscal year, the [Innovation Committee](#) advises the Executive Board on issues relating to digitization and innovation for the medium and long-term development of the Jenoptik Group.

The [Mediation Committee](#), which deals with matters relating to § 31 (3)(1) of the Codetermination Act, only meets when necessary.

For further details on the activities of the Supervisory Board and its committees in the fiscal year 2024 (as well as on individual attendance at meetings) see the Supervisory Board Report in this Annual Report. The allocation of responsibilities of the individual committees can be found in the Rules of Procedure of the Supervisory Board at www.jenoptik.com under the category Corporate Governance/Supervisory Board

Remuneration of the Executive Board and Supervisory Board

The remuneration for the members of the Executive and Supervisory Boards is described in the Remuneration Report in this Annual Report. The last vote on the adjusted remuneration system for members of the Executive Board by the Annual General Meeting on June 7, 2023 resulted in approval with 94.21 percent of the votes cast. The resolution on the remuneration system for the members of the Supervisory Board was approved by 99.77 percent at the 2022 Annual General Meeting.

The Remuneration Report of the Executive Board and Supervisory Board and the auditor's report on the content of this Remuneration Report as well as the applicable remuneration system as per § 87a(1) and (2)(1) AktG and the last remuneration resolution as per § 113 (3) AktG can be found at www.jenoptik.com in the Investors/Corporate Governance or Annual General Meeting sections

Specifications for Promoting the Participation of Women in Management Positions/Targets for the Proportion of Women

In accordance with § 11 (5) and § 96 (2) AktG, the Supervisory Board at JENOPTIK AG must be comprised of at least 30 percent women and 30 percent men. With Elke Eckstein, Prof. Ursula Keller, and Daniela Mattheus on the shareholder side and Dörthe Knips, Christina Süßenbach, and Franziska Wolf on the employee side, a total of six women are currently in the Supervisory Board. This equates to 50 percent, so Jenoptik currently significantly exceeds the legally required gender quota on the Supervisory Board.

In accordance with § 111(5) AktG, the Supervisory Board of Jenoptik is also required to determine targets for the proportion of women on the Executive Board. In March 2023, the Supervisory Board resolved that the Executive Board of JENOPTIK AG should include at least one woman until March 31, 2028. With the Executive Board consisting of three people, this corresponds to a target of 33 percent. With the appointment of Dr. Prisca Havranek-Kosicek, this target has been achieved.

In accordance with § 76 (4) AktG, the Executive Board of JENOPTIK AG resolved a target of 25 percent for the proportion of women in the first management level below the Executive Board. This target figure is to be achieved by June 30, 2027. The first management level below the Executive Board of JENOPTIK AG includes all Executive/Senior Vice Presidents, Vice Presidents, and Directors employed at JENOPTIK AG. As of December 31, 2024, the proportion of women in the first management level below the Executive Board equated to 29.2 percent (prior year: 20.8 percent). A target for the second management level has not been set because JENOPTIK AG as a Corporate Center has flat management structures and therefore no continuous second management level.

At the end of 2024, women made up 47.7 percent of all employees at JENOPTIK AG (prior year: 50.9 percent). Jenoptik has also voluntarily set itself a further target figure, the diversity rate, which is calculated from the average percentage of managers with an international background as well as female managers throughout the Group. As of December 31, 2024, the diversity rate was 31.6 percent (prior year: 29.4 percent) and is set to rise to 33 percent by 2025.

For further information on measures taken to increase diversity within the Jenoptik Group (such as the Jenoptik Diversity Council, internal and external recruiting campaigns, or various women's networks) see the Sustainability Statement

Description, Targets, and Implementation of Diversity Policy with Results Achieved

1. Diversity policy for the Executive Board including the results achieved in fiscal year 2024

The diversity policy for the Executive Board facilitates a long-term and orderly selection process for the appointment of new Executive Board members. The aim is to fill the Executive Board in such a way that it has the knowledge, skills, and professional experience that, when taking into account the statutory framework, are necessary for the proper performance of the Executive Board's duties, and essential for the activities of the Jenoptik Group.

The Supervisory Board makes decisions for the long-term succession planning of the Executive Board and is supported in this by the Personnel Committee. Both the Personnel Committee and the Supervisory Board itself regularly discuss the contract terms and renewal options for current Executive Board members and, where relevant, also discuss possible successors. It is based on the requirements and skills profile for the Executive Board which is continuously developed further. This is an integral element of the diversity policy and defines various criteria that must be fulfilled, such as education, professional background, and the personality requirements of the candidate. When necessary, the Personnel Committee and the Supervisory Board are supported by independent external experts.

During the fiscal year 2022, as part of the expansion of the Executive Board to three members from January 1, 2023, the Supervisory Board with the support of the Personnel Committee revised and updated the requirements profile for the Executive Board. When appointing members to the Executive Board, appropriate consideration is to be given to the international nature of the company and its dealing with other cultures. The diversity policy also takes into account the specifications of the Supervisory Board's Rules of Procedure with regard to the appointment of Executive Board members. For instance, the maximum age limit for the appointment of Executive Board members is 65 years at the time of the appointment. The initial appointment of Executive Board members shall be for a maximum of three years in accordance with the Code, unless the Supervisory Board agrees on a longer initial appointment period due to special circumstances in individual cases. The weighting of the individual criteria is based on the respective Executive Board seat to be filled and the associated areas of responsibility. The goal is to ensure that the Executive Board members as a whole complement each other as well as in the best possible way in terms of their skills, abilities, and experience.

The composition of the Executive Board as of December 31, 2024 fully complies with the requirements and skills profile. With the appointment of Dr. Ralf Kuschnereit as a member of the Executive Board as of January 1, 2023, the photonics and operational expertise on the Executive Board has been further strengthened. Together with Dr. Prisca Havranek-Kosicek, who was also appointed as Chief Financial Officer in the fiscal year 2023, a wide spectrum of knowledge and experience as well as educational and professional backgrounds is now covered in the Executive Board as a whole due to the different personalities, educational backgrounds, professional careers, and diverse international experience provided by each member of the Executive Board. In August 2024, the Supervisory Board decided to reappoint CEO Dr. Stefan Traeger as CEO for a further three years with effect from July 1, 2025, extending his contract, which runs until June 30, 2025, until June 30, 2028. This continuity in the management of the company provided by Dr. Stefan Traeger should create the basis for further realizing the organic growth potential as a focused and profitable photonics group.

The current term of office of Dr. Ralf Kuschnereit and Dr. Prisca Havranek-Kosicek is three years in accordance with the Code.

For more information on the résumés of the members of the Executive Board see
www.jenoptik.com/about-jenoptik/management/executive-board-and-executive-management-committee-emc

2. Diversity policy for the Supervisory Board

The diversity policy for the Supervisory Board is to ensure that the Supervisory Board is filled in such a way that, as a whole, the board has the necessary knowledge, skills, and professional experience to perform its duties. This ensures professional and qualified control by the Supervisory Board, in accordance with the requirements of the German Stock Corporation Act, the German Corporate Governance Code, the Articles of Association, and the Rules of Procedure of the Supervisory Board of JENOPTIK AG.

The diversity policy is implemented in the election of shareholder representatives. When searching for candidates for the Supervisory Board, the Nomination Committee of the Supervisory Board ensures that the objectives for the composition of the Jenoptik Supervisory Board ("[Diversity Statement](#)", see Annex 1 of the Rules of Procedure of the Supervisory Board), the requirements of the German Stock Corporation Act and the German Corporate Governance Code, and the requirements and skills profile of the Supervisory Board are met. In doing so, the Nomination Committee also takes into account the existing skills and abilities of the elected employee representatives and subsequently submits suitable candidate proposals for the election of shareholder representatives by the Annual General Meeting or for judicial replacement appointments in the event of a temporary shortfall on the Supervisory Board. When selecting the respective candidates, the Nomination Committee and the Supervisory Board ensure that they are able to devote the necessary time to performing their duties.

The requirements profile developed by the Supervisory Board defines various criteria with regard to diversity, functional, and structural expertise, as well as strategic and company-related skills. The criteria relate to the requirements of the Supervisory Board mandate at Jenoptik as a global photonics group in a challenging competitive environment. This requirements profile has been and will continue to be considered in elections to the Supervisory Board. It is being continuously developed. Due to the rapid progress in the use of artificial intelligence ("AI") and the increasing digitization in all areas of application, the requirements for the necessary knowledge of Supervisory Board members in the areas of digitization, digital transformation of the company, and integration of AI into the corporate business models have increased. This was taken into account in the past fiscal year by adjusting the requirements and skills profile, in which two separate areas of expertise ("Digitization, IT, AI, cybersecurity" and "Innovation") will be considered in the future when selecting suitable candidates for these areas.

It is the opinion of the Supervisory Board that its current composition fully meets the required abilities, experience, and skills are fulfilled in their entirety. The twelve members of the Supervisory Board bring a wide range of specific knowledge and expertise to the work of the Supervisory Board.

The table T68 from pages 165 on detail the qualification matrix of the JENOPTIK AG Supervisory Board. This is based on the revised requirements and skills profile of the Supervisory Board in the composition of the Supervisory Board on December 31, 2024. The diversity of the professional and educational backgrounds of the individual members of the Supervisory Board can be seen in the résumés published on our website at www.jenoptik.com/about-jenoptik/management/supervisory-board and updated annually in February.

In accordance with its Diversity Statement, the Supervisory Board currently includes at least three members with extensive international experience. Furthermore, the Supervisory Board should include at least four women. With three women on the shareholder side and three women on the employee side, the proportion of at least 30 percent required by the German Stock Corporation Act is exceeded with a current figure of 50 percent.

A period of twelve years was set as the standard length of service for members of the Jenoptik Supervisory Board. This limit was deliberately determined to be the standard length of service in order to be able to continue to take individual factors into account when electing members, which may, in exceptional cases, also justify a longer period of service for individual Supervisory Board members. In this way, stability in the composition may promote trusting cooperation within the Board. One member of the Supervisory Board, Mr. Wierlacher, currently exceeds this standard limit. Nevertheless, the Supervisory Board is convinced that Mr. Wierlacher continues to maintain the necessary critical distance from the Executive Board and the company. Mr. Wierlacher has also already announced that he will not stand for reelection when the duration of his current position expires in June 2026. If, in individual cases, there is a deviation from the regular limit of length of service, this shall be justified accordingly in the relevant recommendation for election to the Annual General Meeting. As can be seen in the following graphic G24, the average length of service for members of the Supervisory Board on December 31, 2024, was 4.0 years (prior year: 4.0 years).

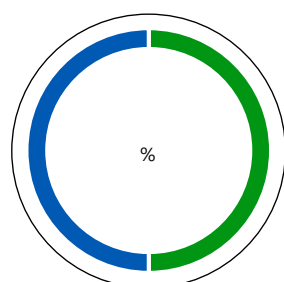
No member of the Supervisory Board provides either an advisory or executive function with customers, suppliers, creditors, or other business partners of JENOPTIK AG that would lead to a significant and not merely temporary conflict of interest.

As a whole, the members are familiar with the photonics sector in which Jenoptik operates.

In accordance with the Rules of Procedure, all members were under the age of 70 not only at the time of their respective election, but also at the end of 2024 (see chart below).

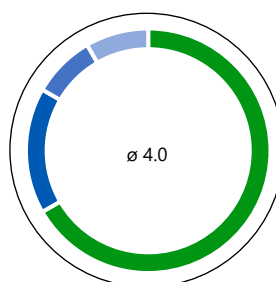
G24 Composition of the Supervisory Board

Gender ratio in the Supervisory Board of JENOPTIK AG *



■ male 50 % ■ female 50 %

Length of service



■ 0 – 4 years 8 members ■ 5 – 8 years 2 members ■ 9 – 12 years 1 member ■ > 12 years 1 member

Average age



1 member 30 – 39 years
4 members 40 – 49 years
2 members 50 – 59 years
5 members ≥ 60 years

* in accord. with § 96 (2) (1) AktG

Last updated: 31/12/2024

Five of the six shareholder representatives (83.3 percent) are independent in the opinion of the Supervisory Board. They are Elke Eckstein, Prof. Ursula Keller, Daniela Mattheus, Evert Dudok, and Thomas Spitzenfeil.

Further information on the Executive Board and Supervisory Board, in particular on their working methods, including work in the committees, participation in meetings, and other positions held by members, can be found in the Supervisory Board Report and in the Notes to the Annual Financial Statements of JENOPTIK AG.

The résumés of the Supervisory Board members including the positions they hold can be found at www.jenoptik.com/about-jenoptik/management/supervisory-board

In the opinion of the Supervisory Board, the members in the following composition as at December 31, 2024 have the following personal and professional qualifications contained in the skills profile:

T68 Qualification matrix

	Matthias Wierlacher	Evert Dudok	Elke Eckstein	André Hillner*	Prof. Dr. Ursula Keller	Dörthe Knips*
Length of service/initial appointment	2012	2015	2017	2022	2022	2017
Diversity						
Current appointment until	2026	2025	2025	2027	2026	2027
Year of birth	1963	1959	1964	1979	1959	1974
Gender	Male	Male	Female	Male	Female	Female
Nationality	Austrian	Dutch	German	German	Swiss	German
Governance-specific skills						
Independence ¹	n. a.	✓	✓	n. a.	✓	n. a.
Availability	✓	✓	✓	✓	✓	✓
Corporate governance experience	✓		✓			
(Supervisory or Executive Board) experience in listed companies	✓		✓			
CEO experience (in non-listed companies)	✓	✓	✓			
CFO experience (in non-listed companies)	✓					
Financial and business skills	✓	✓	✓			✓
Functional/structural skills						
Personnel expertise, worker participation and social matters	✓	✓	✓	✓		✓
Sales and marketing expertise		✓	✓			
Operational expertise		✓	✓	✓		✓
Strategic and company-related skills in the following areas						
Digitization, AI, Cybersecurity		✓	✓		✓	
Innovation		✓	✓	✓	✓	
Technology		✓	✓	✓	✓	
Strategy and growth/M+A/portfolio management	✓		✓			
Markets and internationality		✓	✓		✓	
Entrepreneurship/management	✓	✓	✓		✓	
Capital markets	✓					
Specific industry/sector experience			✓	✓		✓
ESG expertise			✓			

¹ According to the Supervisory Board's self-assessment for the shareholder representatives

✓ = Criterion is deemed to be met on the basis of a self-assessment by the Supervisory Board if there is good knowledge or experience in the dimension concerned. These can be acquired through existing qualifications or as part of the work as a member of the Supervisory Board (for example, many years of service on the Audit Committee)

* Employee representative

T68 Qualification matrix

	Jakob Habermann	Daniela Mattheus	Alexander Münkwitz*	Thomas Spitzenpfeil	Christina Süßenbach*	Franziska Wolf*
Length of service/initial appointment	2024	2023	2022	2022	2022	2022
Diversity						
Current appointment until	2027	2025	2027	2026	2027	2027
Year of birth	1986	1972	1978	1962	1980	1982
Gender	Male	Female	Male	Male	Female	Female
Nationality	German	German	German	German	German	German
Governance-specific skills						
Independence ¹		✓	n. a.	✓	n. a.	n. a.
Availability	✓	✓	✓	✓	✓	✓
Corporate governance experience		✓		✓		
(Supervisory or Executive Board) experience in listed companies		✓		✓		
CEO experience (in non-listed companies)				✓		
CFO experience (in non-listed companies)						
Financial and business skills		✓	✓	✓	✓	
Functional/structural skills						
Personnel expertise, worker participation and social matters	✓	✓	✓	✓	✓	✓
Sales and marketing expertise						
Operational expertise					✓	
Strategic and company-related skills in the following areas						
Digitization, AI, Cybersecurity		✓	✓	✓		
Innovation						
Technology						
Strategy and growth/M+A/portfolio management		✓		✓		
Markets and internationality						
Entrepreneurship/management		✓		✓		
Capital markets		✓		✓		
Specific industry/sector experience		✓	✓	✓	✓	
ESG expertise		✓		✓		

¹ According to the Supervisory Board's self-assessment for the shareholder representatives

✓ = Criterion is deemed to be met on the basis of a self-assessment by the Supervisory Board if there is good knowledge or experience in the dimension concerned. These can be acquired through existing qualifications or as part of the work as a member of the Supervisory Board (for example, many years of service on the Audit Committee)

* Employee representative

Further Information on Corporate Governance

Annual General Meeting

JENOPTIK AG shareholders exercise their rights at the Annual General Meeting that takes place at least once a year. Each share is accorded one vote; there are no special voting rights. The shares of JENOPTIK AG are registered shares and the holders of the shares are entered in the share register of JENOPTIK AG. Only shareholders entered in the share register have the right to vote at the Annual General Meeting. The use of electronic means of communication, in particular the Internet and the shareholder portal, makes it easier for shareholders to participate in the Annual General Meeting. They may either participate directly in the Annual General Meeting, or exercise their voting rights via a company-nominated proxy who is bound by the shareholder's instructions, via postal voting, or by authorizing a person of their choice. They also have the option of casting their vote by means of electronic communication. The shareholders are adequately supported by the company in this process. The documents and information legally required for the Annual General Meeting are available on our website at www.jenoptik.com/investors/annual-general-meeting. The speech by a representative of the Executive Board and, after the Annual General Meeting, the attendance and voting results are also published there.

The Annual General Meeting in the fiscal year 2024 was held in person. Shareholders who did not have the opportunity to be present on site were given the opportunity to cast their votes, in particular by means of electronic communication, e.g., via the Internet-based shareholder portal available on Jenoptik's website. They were also able to use the portal to follow the Annual General Meeting there in audio and video. In addition, the speech by a representative of the Executive Board was published in advance in text form on the website and broadcast live on the Internet.

By resolution of the Annual General Meeting on June 7, 2023, the Articles of Association were amended and the Executive Board was authorized to provide that the Annual General Meeting may in the future also be held as a virtual Annual General Meeting without the physical presence of shareholders or their proxies. This authorization is valid for two years from the date of entry in the commercial register.

Transparent information

As part of our investor relations work, we report comprehensively on the position and development of the company. We use the Internet in particular for this purpose and make information available at www.jenoptik.com in the Investors category.

For further informations on investor relations activities, see the chapter "The Jenoptik share"

Jenoptik immediately publishes major changes to its shareholder structure when it is informed that reportable voting rights thresholds have been reached, fallen below, or exceeded. All publications are available on the JENOPTIK AG website www.jenoptik.com/investors/share in the section on voting rights announcements. Further information can also be found in the Annual Financial Statement of JENOPTIK AG.

Directors' dealings

Reportable securities transactions by members of the Executive or Supervisory Boards as per Article 19 of the EU Market Abuse Regulation are published at www.jenoptik.com under the category Investors/Corporate Governance/Directors' Dealings. In the fiscal year 2024, we received a total of three notifications from Dr. Stefan Traeger, Dr. Prisca Havranek-Kosicek, and Dr. Ralf Kuschnerreit.

For further information on the shares acquired by the members of the Executive Board in the fiscal year 2024, see table T76 in the Remuneration Report

Accounting and auditing

Jenoptik prepares the Consolidated Financial Statements as well as the Interim Consolidated Statement in accordance with the IFRS Accounting Standards and the additional requirements of commercial law according to § 315e(1) HGB, as they are to be used in the European Union. JENOPTIK AG's Annual Financial Statements, which are decisive for the dividend payment, are compiled in accordance with the requirements of the German Commercial Code and the German Stock Corporation Act. The Consolidated Financial Statements and the Annual Financial Statements, including the Combined Management Report, are examined by the auditor. On June 18, 2024, the Annual General Meeting again elected EY as the auditor of the Consolidated Financial Statements and the Annual Financial Statements for the fiscal year 2024 on the recommendation of the Supervisory Board. EY was initially appointed in the fiscal year 2016 following an external tender. The position of responsible auditor for the auditing of the Consolidated Financial Statements and the Annual Financial Statements as well as the Combined Management Report was taken on for the first time by Martin von Michaelis. The auditor's report for the past fiscal year 2024 was signed by Martin von Michaelis and Jonny Klimpke, by Steffen Maurer, and Martin von Michaelis in 2023 and by Steffen Mauer and Alexander Murrmann in 2022. In 2021, it was signed by Steffen Maurer and Uwe Pester, in 2019 and 2020 by Michael Blesch and Steffen Maurer, and from 2016 to 2018 by Michael Blesch and Uwe Pester. The statutory provisions regarding the rotation obligations have been fulfilled. At its meeting on November 8, 2023, the Audit Committee decided to launch a tendering process in accordance with the requirements of EU Regulation 537/2014 for the Annual and Consolidated Financial Statements of JENOPTIK AG for the fiscal years beginning in 2026 and is actively pursuing this. The audit of the Sustainability Statement, which fulfills the requirements for the summarized non-financial declaration according to the German Commercial Code (HGB) and, for the first time, the requirements of the CSRD, was conducted with so-called "limited assurance" by PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft ("PwC"). PwC has been auditing the Non-financial Report since 2017 (except for 2020) and the Sustainability Declaration since 2024. The Remuneration Report was formally audited by EY.

The Supervisory Board has agreed with the auditor that it shall inform the Supervisory Board chairman of all important events and findings that emerge during the audit. This includes occasions when inaccuracies are established during the audit in the Declaration of Conformity submitted by the Executive Board and Supervisory Board in accordance with § 161 AktG.

The Audit Committee reviewed the quality of the audit prior to submitting the election proposal to the Annual General Meeting. EY confirmed to the Supervisory Board in a declaration of independence that there were no business, financial, personal, or other links between the auditor, its bodies, and audit managers on the one side and the company and its board members on the other, that could give rise to doubts about the independence of the auditor. It also provided information on the extent to which non-audit services had been provided for Jenoptik in the previous fiscal year or which had been contractually agreed for the current year. In August 2024, the committee reviewed EY's non-audit services provided in the past year and confirmed the catalog of approved, predefined non-audit services approved in the prior year.