



MORE LIGHT

**JENOPTIK Aktiengesellschaft
Jena**

**– ISIN DE000A2NB601 –
– WKN A2NB60 –**

Invitation to the virtual Annual General Meeting

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

Friday, August 7, 2020, at 11:00 am (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 postal voting or a proxy with instructions to the company's appointed proxy representatives. 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 put forward by the Executive Board regarding the appropriation of accumulated profit, and the Executive Board's explanatory report pursuant to Section 289a of the Commercial Code (*HGB*) and Section 315a *HGB* for the 2019 fiscal year.**

The above-mentioned documents 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 August 7, 2020. 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. Adoption of a resolution on the appropriation of accumulated profits for the 2019 fiscal year

The Executive Board and the Supervisory Board propose that the accumulated profits for the 2019 fiscal year, in the amount of 85,620,600.56 euros, be appropriated as follows:

Payment of a dividend of 0.13 euros per dividend-bearing share

with 57,238,115 dividend-bearing shares	EUR	7,440,954.95
Allocation to revenue reserves	EUR	48,179,645.61
Profit carryforward	EUR	30,000,000.00

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 0.13 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 August 12, 2020.

3. Adoption of a resolution giving approval to the Executive Board's acts for the 2019 fiscal year

The Executive Board and the Supervisory Board submit a proposal that approval be given to the activities of the Executive Board for the fiscal year ending on December 31, 2019.

4. Adoption of a resolution giving approval to the Supervisory Board's acts for the 2019 fiscal year

The Executive Board and the Supervisory Board submit a proposal that approval be given to the activities of the Supervisory Board for the fiscal year ending on December 31, 2019.

5. Appointment of auditor and Group auditor for the 2020 fiscal year

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, 2020.

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.

II. Further information and notes

1. Total number of shares and voting rights

At the time the virtual Annual General Meeting was convened, the entity'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 entity did not hold any treasury shares.

2. Requirements for attendance at the virtual Annual General Meeting and exercise of voting rights

Pursuant to Article 2, Sections 1(1) and 1(2) of the German Act on measures in corporate, cooperative, association, foundation, and home ownership law to combat the effects of the Covid-19 pandemic ("Covid-19 Act"), the Executive Board, with the agreement of the Supervisory Board, has decided to hold the Annual General Meeting without the physical presence of the shareholders or their proxies in the form of a virtual Annual General Meeting, with the option for shareholders to exercise their voting rights by way of electronic communication channels. 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 am CEST on August 7, 2020. The opening 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 without access restrictions 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 postal voting or a proxy with instructions to the company's proxy representatives. Shareholders will also be granted the option to raise questions 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.

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

Only those shareholders are entitled to **participate in the virtual Annual General Meeting, 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 **midnight on Friday, July 31, 2020** (CEST) at the following address (the use of one of the following communication channels is sufficient)

- JENOPTIK AG
c/o Computershare Operations Center
80249 Munich
Germany
- By fax: +49 89 30903-74675
- 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 Wednesday, July 8, 2020. Please note that, for organizational reasons, electronic registration via the password-protected shareholder portal is only possible if you are registered as a shareholder in the company's share register no later than midnight on July 23, 2020 (CEST). After this date, you can only register for the Annual General Meeting through the above-mentioned channel.

Shareholders who have consented to receive their invitations to the Annual General Meeting by email will be sent the email containing the convocation 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 participation and the exercise of voting rights and other exercisable shareholder rights, however, 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 **midnight of July 31, 2020 (CEST)**, 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, between 0:00 hours on August 1, 2020 (CEST) and August 7, 2020, cannot be processed and considered until after the end of the virtual Annual General Meeting on August 7, 2020.

3. Voting options

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

a) Voting by an authorized proxy

Even where an authorized proxy is nominated, e.g., an intermediary, a shareholder association, a voting rights advisor, or another third party, timely registration in accordance with the provisions set out in item 2 above must be ensured. If a shareholder nominates more than one person, the company may reject one or more of them.

Any issue of a proxy, its revocation, and proof of authorization must be submitted to the company in text form (Section 126b *BGB*). This information can be sent to the address below or submitted on the shareholder portal specified in item 2. 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 authorized 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 authorized proxy or the company.

You may declare to the company that a proxy has been granted, or that a granted proxy is to be revoked or amended, or transmit proof of the authorization of a proxy via the shareholder portal set out in item 2 above prior to and up to the end of voting on the day of the virtual Annual General Meeting (Friday, August 7, 2020). The end of voting will be set by the chairman of the Meeting at a time after the Executive Board has finished answering questions and will be announced in the video and audio broadcast.

Alternatively, the company provides the following address for declarations that a proxy has been granted, or that a granted proxy is to be revoked or amended, or to transmit proof of the authorization of a proxy; in this case, the declaration must be received by the company by midnight on August 6, 2020 (CEST) (the use of one of the communication channels listed below is sufficient):

- JENOPTIK AG
c/o Computershare Operations Center
D-80249 Munich
- Email: anmeldestelle@computershare.de
- Fax: +49 89 30903-74675

For organizational reasons, proxies, revocations, amendments, or proofs received via the communication channels above following the deadline cannot be considered. Proxy authorizations sent by email or fax 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.

Please note that authorized proxies are also not permitted to attend the Annual General Meeting in person. You may only exercise the voting right for the shareholders authorizing you as a proxy by means of postal voting or proxy with instructions to the company's appointed proxy representative.

b) Voting by postal vote

Shareholders or their authorized proxies may submit their votes 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 item 2 above must be ensured. The shareholder portal set out in item 2 above or the form enclosed with the registration documents can be used for postal voting. 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.

Postal voting and any revocations of or amendments to postal votes already must be received by the company at the address, fax number, or email address set out in item 3a) above by midnight on **August 6, 2020 (CEST)** (time of receipt) at the latest – unless the shareholder portal set out in item 2 above is used.

Using the shareholder portal set out in item 2 above, electronic postal voting may be made up until the end of voting on the day of the Annual General Meeting (Friday, August 7, 2020). The end of voting will be set by the chairman of the Meeting at a time after the Executive Board has finished answering questions and will be announced in the video and audio broadcast. 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 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* in conjunction with Article 2, Section 1(3)(4) of the Covid-19 Act.

c) Voting through proxy representatives appointed by the company for non-discretionary exercise of voting rights

We offer our shareholders the opportunity to be represented at the virtual Annual General Meeting by employees of the company, exercising their voting rights according to their instructions as proxy representatives appointed by the entity. In this case, too, timely registration in accordance with the provisions set out in item 2 above must be ensured. The authorization issued to the proxy representatives appointed by the entity must contain instructions relating to the exercise of voting rights. The proxy representatives are obliged to vote in accordance 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 item 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 must be received by the company at the address, fax number, or email address set out in item 3a) above by **midnight on August 6, 2020 (CEST)** (time of receipt) at the latest – unless using the shareholder portal set out in item 2 above.

If using the shareholder portal set out in item 2 above, the proxy authorization with instructions to the proxy representatives, amendments or revocations can be issued up to the end of voting on the day of the Annual General Meeting (Friday, August 7, 2020). The end of voting will be set by the chairman of the Meeting at a time after the Executive Board has finished answering questions and will be announced in the video and audio broadcast. The same applies to any revocations of or amendments to authorizations with instructions to the proxies already issued.

Please note that the company's proxy representatives cannot accept any procedural motions, requests to speak, or requests to raise questions either prior to or during the virtual Annual General Meeting. The issue of instructions to the company's proxy representatives 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* in conjunction with Article 2, Section 1(3)(4) of the Covid-19 Act. The company's proxy representatives will also not accept any motions to object to resolutions of the Annual General Meeting.

4. Shareholder rights

Amendments to the agenda at the request of a minority (Section 122(2) *AktG* in conjunction with Article 2, Section 1(3)(4) of the Covid-19 Act)

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 at **midnight on July 7, 2020 (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 a draft resolution.

Amendments to the agenda to be published pursuant to Sections 122(2), 124(1) *AktG* in conjunction with Section 1(3)(4) of the Covid-19 Act, 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*.

The proposed resolution announced in the context of a permissible addition to the agenda will be voted on during the Annual General Meeting.

Shareholders motions and proposals for elections pursuant to Sections 126(1), 127 *AktG*

The use of postal voting – unless otherwise stated in the notes above – does not grant any participation rights. Accordingly, shareholders and their proxies may not submit countermotions to proposals put forward by the Executive Board and/or the Supervisory Board regarding specific agenda items and submit no proposals for the appointment of the auditor during the virtual Annual General Meeting.

Should shareholders or their proxies nevertheless announce countermotions to proposals put forward by the Executive Board and/or the Supervisory Board regarding specific agenda items prior to the Annual General Meeting, these countermotions, even though they cannot be put forward and voted on at the Annual General Meeting, will be published by the company pursuant to Section 126(1) *AktG* if they are received by the company at the following address at least 14 days prior to the day of the Annual General Meeting, i.e., by **midnight on July 23, 2020 (CEST)**.

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

Counter motions and proposals for election received from shareholders in good time, together with any statements of the management, will be promptly made accessible on the company's website at www.jenoptik.com/investors/annual-general-meeting, 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 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 for the cases provided for in Section 126(2) *AktG*, the Executive Board is not obliged to make proposals for election accessible if they do not contain the information stipulated in Sections 124(3)(4), 125(1)(5) *AktG* (name, profession, and place of residence of the proposed person, or, for legal entities, the company and registered office of the proposed auditor).

Shareholders' right to raise questions pursuant to Section 131(1) *AktG* in conjunction with Article 2, Section 1(2)(3) of the Covid-19 Act

Pursuant to Article 2, Section 1(2)(3) of the Covid-19 Act, the Executive Board and the Supervisory Board must provide shareholders who have registered for the virtual Annual General Meeting with an opportunity to raise questions by way of electronic communication. However, this opportunity to raise questions is not associated with the right to a reply or a general right to information. Notwithstanding Section 131 *AktG*, the management will apply due discretion in deciding whether to reply to questions pursuant to Article 2, Section 1(2)(2) of the Covid-19 Act. In particular, the management may pool and select meaningful questions in the interest of all shareholders and their proxies. Shareholder associations and institutional investors with significant voting rights may be given preference, for example. Questions may only be raised by registered shareholders (see item 2). Questions in foreign languages will not be considered. Questions will be answered during the virtual Annual General Meeting. The Executive Board, however, reserves the right to reply to questions in advance by means of an FAQ 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.

The Executive Board and the Supervisory Board have decided that questions must be submitted no later than two days prior to the beginning of the Meeting, i.e., no later than 11:00 am on August 5, 2020 (CEST) (time of receipt), exclusively by way of electronic communication via the shareholder portal as set out in item 2 above. No questions may be raised during the virtual Annual General Meeting itself.

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 1(2)(4) of the Covid-19 Act from the beginning to the end of the virtual Annual General Meeting on August 7, 2020, stating the shareholder number by way of electronic communication via the shareholder portal as set out in item 2 above.

5. Further information and publication of documents

Further information on participation in the virtual Annual General Meeting, on exercising voting rights, and on the rights of shareholders pursuant to Article 2, Sections 122(2), 126(1), 127, and 131(1) *AktG* and Section 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.

The invitation to the virtual Annual General Meeting was published in the Federal Gazette dated June 26, 2020.

Jena, June 2020

JENOPTIK Aktiengesellschaft

The Executive Board

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 company's proxy representative, or make use of postal voting, 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.

This is a translation of the original German-language text. JENOPTIK AG shall not assume any liability for the correctness of this translation. In case of difference of opinion the German text shall prevail.