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# Invitation to Annual General Meeting 2026

JENOPTIK Aktiengesellschaft, Jena

– ISIN DE000A2NB601 –  
– WKN A2NB60 –

Convenience translation

We hereby invite our shareholders to attend the Annual General Meeting, to be held at Volkshaus Jena, Carl-Zeiss-Platz 15, 07743 Jena, Germany on Tuesday, June 9, 2026 at 10:00 a.m. (CEST), and hereby set out the agenda and proposed resolutions.

## 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 profits, and the Executive Board's explanatory report pursuant to §289a of the Commercial Code (HGB) and §315a HGB for fiscal year 2025.

The above-mentioned documents, including the Corporate Governance Statement and the Remuneration Report for fiscal year 2025, can be viewed on our website at [www.jenoptik.com/investors/annual-general-meeting](http://www.jenoptik.com/investors/annual-general-meeting). The documents will also be available there during the Annual General Meeting on June 9, 2026. 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 §172(1) of the Stock Corporation Act (AktG).

### 2. Resolution on the appropriation of accumulated profits for fiscal year 2025

The Executive Board and the Supervisory Board propose that the accumulated profits for fiscal year 2025 in the amount of 70,832,809.77 euros be appropriated as follows:

Payment of a dividend of 0.40 euros per dividend-bearing share

With 57,238,115 dividend-bearing shares	22,895,246.00 euros
Allocation to revenue reserves	27,937,563.77 euros
Profit carryforward	20,000,000.00 euros

If the number of dividend-bearing shares changes prior to the 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 0.40 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 §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 §58(4)(2) AktG, the dividend is due on the third business day following the resolution at the Annual General Meeting. Accordingly, the payment is scheduled for June 12, 2026.

### 3. Approval of the Executive Board's acts for fiscal year 2025

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, 2025.

### 4. Approval of the Supervisory Board's acts for fiscal year 2025

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, 2025.

### 5. Appointment of the auditor, Group auditor, and Sustainability Report auditor for fiscal year 2026

Based on the identical recommendation of the Audit and ESG Committee, the Supervisory Board proposes that:

- 5.1. KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin ("KPMG"), be appointed as auditor and Group auditor for the fiscal year from January 1 to December 31, 2026.

Pursuant to the provisions of the EU Audit Regulation (Regulation (EU) No. 537/2014; the "Audit Regulation"), EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Stuttgart, may no longer be reappointed as auditor for fiscal years after December 31, 2025. To ensure a smooth transition of the audit engagement with sufficient lead time, a tender process and selection procedure were already conducted in fiscal year 2024 in compliance with the requirements of the EU Audit Regulation.

Based on the selection procedure carried out in accordance with Article 16(3) of the Audit Regulation, the Audit and ESG Committee recommended to the Supervisory Board, stating its reasons, that the Annual General Meeting be asked to appoint either KPMG or PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Erfurt, as auditor for fiscal year 2026. In doing so, the Audit and ESG Committee expressed a reasoned preference for KPMG.

KPMG has confirmed to the Supervisory Board that it will ensure compliance, for the fiscal year to be audited (2026), with the requirements of Article 5(1), second subparagraph, point (e) of the Audit Regulation, and that no business, financial, personal, or other relationships exist or will exist between it, its governing bodies, or audit partners on the one hand, and JENOPTIK AG or members of its governing bodies on the other, that could give rise to doubts as to its independence in relation to the audit engagement.

The Audit and ESG Committee declares that its recommendation was made without any undue influence by third parties and that it has not been subject to any restriction within the meaning of Article 16(6) of the Audit Regulation regarding the selection of a particular auditor.

**5.2.** KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as auditor of the Sustainability Report for fiscal year 2026, effective upon the entry into force of the Act Implementing Directive (EU) 2022/2464 on Corporate Sustainability Reporting, as amended by Directive (EU) 2025/794 (the "CSRD Implementation Act"). This resolution will only be implemented if, under the CSRD Implementation Act, the appointment of the Sustainability Report auditor for fiscal year 2026 is required to be made by the Annual General Meeting, i.e., if the audit of the Sustainability Report is not already required to be performed by the auditor under such Act. At the time this notice convening the Annual General Meeting is issued, the CSRD Implementation Act is still in the legislative process.

## 6. Resolution on the approval of the Remuneration Report for fiscal year 2025

Pursuant to §162 AktG, the Executive Board and Supervisory Board prepare an annual Remuneration Report. Pursuant to §120a(4) AktG, the Annual General Meeting resolves on the approval of the Remuneration Report for the past fiscal year. The Remuneration Report for fiscal year 2025 was subjected to a formal audit by EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Stuttgart, to determine compliance with the regulations required by law pursuant to §162(1) and (2) AktG. The report on this audit is attached to the Remuneration Report. The Remuneration Report for fiscal year 2025, including the report on the audit, will be available from the time the Annual General Meeting is convened at [www.jenoptik.com/investors/annual-general-meeting](http://www.jenoptik.com/investors/annual-general-meeting). It will also be available there during this Annual General Meeting.

The Executive Board and Supervisory Board propose that the Remuneration Report for fiscal year 2025 prepared pursuant to §162 AktG and formally audited by EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Stuttgart, be approved.

## 7. Elections to the Supervisory Board

Upon conclusion of the Annual General Meeting on June 9, 2026, the current terms of office of the shareholder representatives Prof. Ursula Keller, Thomas Spitzenpfeil, and Andreas Krey will expire. Mr. Krey had been appointed to the Supervisory Board by court order on March 20, 2026, as a replacement for Mr. Matthias Wierlacher, who stepped down effective December 29, 2025, and serves until the end of this Annual General Meeting. Accordingly, the election or re-election of three shareholder representatives is required.

Pursuant to Section 11(1) of the company's Articles of Association and §96(1) and (2), §101(1) AktG in conjunction with §1(1), §5(1), §7(1)(1)(1) of the Codetermination Act (MitbestG), the Supervisory Board is comprised of six members elected by the Annual General Meeting and six members elected by the employees (i.e., a total of twelve); at least 30 percent of the members must be women (i.e., at least four) and at least 30 percent must be men (i.e., at least four). The 30-percent quota must be met by the Supervisory Board as a whole since neither the employee nor the shareholder representatives have objected to the overall fulfillment. Following the election of the proposed candidates, five seats on the Supervisory Board will continue to be held by women, two on the shareholder side and three on the employee side. The minimum gender representation requirement under §96(2)(1) AktG would therefore continue to be met both by the Supervisory Board as a whole and by the shareholder representatives.

The following proposals for election are based on recommendations of the Supervisory Board's Nomination Committee, following a professionally conducted selection process.

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

**7.1. Mr. Andreas Krey**, resident in Kranichfeld

Current occupation: Chairman of the Board of Management of Landesentwicklungsgesellschaft Thüringen mbH (LEG Thüringen)

for a period until the end of the Annual General Meeting that approves the actions in fiscal year 2028.

**7.2. Mr. Thomas Spitzenpfeil**, resident in Ludwigsburg

Current occupation: Professional Supervisory Board Member

for a period until the end of the Annual General Meeting that approves the actions in fiscal year 2029.

**7.3. Dr. Frank Stietz**, resident in Bad Vilbel

Current occupation: CEO and Chair of the Management Board of the Heraeus Group

for a period until the end of the Annual General Meeting that approves the actions in fiscal year 2027.

The proposed terms of office of between two and four years make use of the option provided in Section 11(2)(1) of the Articles of Association to appoint Supervisory Board members for a term shorter than the standard five-year mandate. This approach is intended to strengthen shareholder participation rights through regular Supervisory Board elections.

Detailed curricula vitae of the candidates proposed for election, including information on their membership in other statutory supervisory boards and comparable German and international supervisory bodies in commercial enterprises, overviews of other important activities in addition to the Supervisory Board mandates, and an allocation of the existing skills to the skills profile of the Supervisory Board, are published in an annex following this agenda and on the company's website at [www.jenoptik.com/investors/annual-general-meeting](http://www.jenoptik.com/investors/annual-general-meeting) and will also be accessible there during the Annual General Meeting.

The proposals for election are based on recommendations of the Supervisory Board's Nomination Committee. They take into account the targets set by the Supervisory Board for its composition and aim to further strengthen the overall skills profile of the Board. The Supervisory Board qualification matrix, which implements the skills profile, and the objectives for the composition of the Supervisory Board are published in the Corporate Governance Statement, which forms part of the documents presented and made available under agenda item 1. You can also find the Corporate Governance Statement in the relevant section of our website at [www.jenoptik.com/investors/corporate-governance](http://www.jenoptik.com/investors/corporate-governance). The Supervisory Board has assured itself that all proposed candidates are able to devote the expected amount of time to discharging their duties.

In the opinion of the Supervisory Board, all proposed candidates are independent within the meaning of the recommendations of the German Corporate Governance Code.

Mr. Andreas Krey is the Chairman of the Board of Management and Spokesperson of Landesentwicklungsgesellschaft Thüringen mbH (LEG Thüringen), a wholly owned subsidiary of the Free State of Thuringia. The eleven-percent shareholding in JENOPTIK AG reported by Thüringer Industriebeteiligungs GmbH & Co. KG, Erfurt, is attributable to the Free State of Thuringia. Mr. Andreas Krey therefore has a business relationship with a significant shareholder of the company within the meaning of Recommendation C.13 of the German Corporate Governance Code, as amended on April 28, 2022. Mr. Krey has also declared that he will resign from his additional Supervisory Board mandate at Stahlwerk Thüringen GmbH effective July 31, 2026.

Beyond the aforementioned relationship, the Supervisory Board is of the opinion that there are no further personal or business relationships between the candidates proposed for election to the Supervisory Board and the company, its governing bodies, or a significant shareholder of the company that would be material to the election decision of a reasonably informed shareholder and whose disclosure is recommended under Recommendation C.13 of the German Corporate Governance Code, as amended on April 28, 2022.

As a precaution, the Supervisory Board notes that Dr. Frank Stietz is Chief Executive Officer and Chair of the Management Board of the Heraeus Group. Jenoptik maintains supply and service relationships with the Heraeus Group. In fiscal year 2024, the Jenoptik Group procured goods and services from the Heraeus Group in the amount of 1.8 million euros (approximately 0.16 percent of group revenue for 2024), and in fiscal year 2025 in the amount of 0.9 million euros (approximately 0.08 percent of group revenue for 2025). Accordingly, all transactions with the Heraeus Group are not material to Jenoptik and, in the opinion of the Supervisory Board, do not impair Dr. Stietz's independence.

Mr. Thomas Spitzenpfel currently serves as Chair of the Audit and ESG Committee. Subject to his re-election, it is intended that he be proposed again as Chair of the Audit and ESG Committee. Based on his professional background and most recent role as Chief Financial Officer of the Zentiva Group (until March 31, 2026), as well as his position as a Member of the Advisory Board of Goldbeck GmbH, he has extensive expertise and experience in financial reporting and in internal control and risk management systems. In addition, through his many years of experience overseeing audits of various companies, including publicly listed companies, in senior positions, he has substantial expertise in auditing. Together with Ms. Daniela Mattheus, he therefore qualifies as a financial expert within the meaning of §100(5) AktG on the Audit and ESG Committee.

The Annual General Meeting is not bound by the election proposals. It is intended to hold the elections to the Supervisory Board on an individual basis.

The Supervisory Board further announces that Ms. Daniela Mattheus is intended to be proposed as a candidate for Chair of the Supervisory Board following the Annual General Meeting. To ensure that she will have sufficient time available to continue serving as Chair of the Supervisory Board of JENOPTIK AG, Ms. Mattheus will step down from her supervisory board mandate at Deutsche Bahn AG effective August 31, 2026, at the latest.

8. Resolution on the creation of a new authorization to issue warrants and/or convertible bonds, on the cancellation of the existing conditional capital 2021 and the creation of a new conditional capital 2026, and corresponding amendment of the Articles of Association

The authorization granted by the Annual General Meeting on June 9, 2021 to issue warrants and/or convertible bonds with a maximum total nominal value of up to 300,000,000.00 euros, which has not yet been used, will expire on June 8, 2026 and thus before the next Annual General Meeting. In order to maintain this option for the company to finance its business and raise capital in the future, a new authorization to issue warrants and/or convertible bonds, to exclude subscription rights, and to create a new conditional capital 2026 to service the warrant and/or conversion rights will be resolved in good time, canceling the existing conditional capital 2021. The new authorization and the new conditional capital 2026 will essentially correspond to the previous requirements in terms of structure and scope. Under the proposed new authorization, the company will be able to issue warrants and/or convertible bonds with an unchanged maximum total nominal value of 300,000,000.00 euros. The amount of conditional capital to be approved for servicing is likewise to remain unchanged at 5,750,000 shares (corresponding to around 10 percent of the current share capital of the company).

For the purpose of protecting shareholders against a dilution of their shares, the proposed resolution expressly provides for a restriction of this company authorization to issue warrants and/or convertible bonds with the exclusion of subscription rights in such a way that, assuming exercise of the convertible or warrant right, shares amounting to a maximum total of 10 percent of the company's share capital may be issued. Shares issued or sold during the term of this authorization on the basis of other authorizations with the exclusion of subscription rights are also to be counted toward this maximum limit of 10 percent.

The Executive Board and the Supervisory board propose the following resolution:

a) **Authorization to issue warrants and/or convertible bonds**

(1) **Scope, term, issuer**

With effect from entry of the amendment to the Articles of Association proposed under b) in the Commercial Register, the Executive Board is authorized, with the approval of the Supervisory Board, to issue bearer and/or registered warrants and/or convertible bonds, or combinations of these instruments (collectively referred to as "bonds") on one or more occasions up to June 8, 2031 for a maximum total nominal amount of 300,000,000.00 euros with a maximum term of ten years from the date of issuance.

Each bond issue may be divided into sub-bonds that are equal in rank.

In total, warrant and/or conversion rights/obligations, as well as rights of the company to require delivery of shares, may be granted for up to 5,750,000 no-par value shares with a notional value of up to 14,950,000.00 euros of the share capital in accordance with the respective terms and conditions of the bonds ("bond terms and conditions").

The bonds may be issued against cash contributions and/or contributions in kind. The bonds may be issued in euros or in the equivalent amount in another legal currency of an OECD country. If issued in a currency other than euros, the equivalent value will be determined based on the euro reference exchange rate published by the European Central Bank on the day prior to the resolution on the issuance of the bonds. With regard to the total nominal amount limit of this authorization, the nominal amount of the bonds on the day prior to the decision to issue them must be converted into euros in the event of issuance in a foreign currency.

The bonds may also be issued by domestic or foreign corporations in which the company directly or indirectly holds a majority interest ("affiliated group companies"); in this case, the Executive Board is authorized, with the approval of the Supervisory Board, to grant the holders of such bonds warrant and/or conversion rights to shares of the company and to provide a standard market guarantee for such affiliated group companies for the respective bond.

## **(2) Convertible bonds**

When convertible bonds are issued, holders are granted the right to convert their convertible bonds into shares of the company in accordance with the bond terms and conditions. The conversion ratio is calculated by dividing the nominal amount of a convertible bond by the fixed conversion price for a new share in the company. The conversion ratio may also be calculated by dividing the issue price of a convertible bond, which is lower than the nominal amount, by the fixed conversion price for a new share in the company. The conversion price and the conversion ratio may also be set as variable in the bond terms and conditions, in particular depending on the performance of the share price during the term. The conversion ratio may be rounded up or down to a whole number; furthermore, an additional payment to be made in cash may be specified. In addition, provision may be made for fractions to be combined and/or settled in cash.

The bond terms and conditions may provide that, in the event of conversion, the holders of the conversion right are paid (including in part) an equivalent in cash instead of shares of the company.

The bond terms and conditions may also provide that, in the event of conversion, the holders of the conversion right may be granted treasury shares of the company.

The bond terms and conditions may additionally establish a conversion obligation, as well as a right of the company to require delivery of shares of the company at the end of the term or at another point in time and/or establish the right of the company, upon maturity of the convertible bond, to grant the holders of the conversion right shares of the company in whole or in part in accordance with the conversion ratio instead of payment of the cash amount due. In this case, the company may be authorized under the bond terms and conditions to settle in cash, in whole or in part, any difference between the nominal amount of the convertible bonds and the product of the stock market price of the shares to be determined in more detail in the bond terms and conditions at the time of conversion, but at least the minimum conversion price in accordance with this authorization and the conversion ratio.

The pro rata amount of the share capital represented by the shares of the company to be issued per convertible bond may not exceed the nominal amount of the convertible bond.

### **(3) Warrants**

When warrants are issued, one or more warrants are enclosed with each partial bond, entitling the holder to subscribe to shares of the company in accordance with the bond terms and conditions.

The terms and conditions of the bonds may stipulate that the warrant price may also be satisfied in whole or in part by transferring partial bonds.

The subscription ratio is calculated by dividing the nominal amount of a partial bond by the option price set for one share of the company. Resulting arithmetical fractions of shares are settled in cash. The proportional amount of the share capital represented by the no-par value shares of the company to be subscribed for per partial bond may not exceed the nominal amount of the partial bond.

Furthermore, the bond terms and conditions may provide for the company to pay the creditors of the warrant (including in part) an equivalent in cash instead of no-par value shares of the company.

The bond terms and conditions may also provide for holders of warrants to be granted treasury shares of the company if they exercise their options.

### **(4) Warrant or conversion price**

The option or conversion price to be set for a share of the company must, even in the case of a variable conversion ratio/ price, be either

- at least 80 percent of the average price of the company's share on the ten trading days prior to the date of the Executive Board resolution on the issuance of the bond or (if the shareholders are entitled to a subscription right to the bond)
- at least 80 percent of the average price of the company's share during the subscription period, with the exception of the days of the subscription period required for the warrant or conversion price to be announced in due time in accordance with §186(2)(2) AktG.

In the event of the issuance of convertible bonds that stipulate a conversion obligation or a right of the company to require delivery of shares, or that provide for the right of the company to grant the holders of the conversion right shares of the company in whole or in part instead of payment of the cash amount due upon maturity of the convertible bond, the conversion price may, in accordance with the more detailed provisions in the bond terms and conditions, also correspond to at least 80 percent of the average price of the company's share during the last ten trading days before or after maturity.

In this section (4), average share price means the volume-weighted average of the closing price of the company's shares in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange.

Notwithstanding §9(1) and §199 AktG, the warrant or conversion price will be reduced in accordance with the more detailed provisions of the bond terms and conditions if, during the warrant or conversion period, the company increases the share capital while granting subscription rights to its shareholders and/or issues further bonds or grants other option rights and the holders of warrant or conversion rights are not granted subscription rights to the extent to which they would be entitled after exercising the warrant or conversion right or fulfilling the conversion obligation. Instead, the conversion ratio may also, where possible, be adjusted by dividing it by the reduced conversion price or, in accordance with the more detailed provisions in the bond terms and conditions, provision may be made for the payment of a corresponding amount in cash by the company in the event of conversion or upon fulfillment of the conversion obligations or exercise of the company's right to require delivery of shares. The terms and conditions of the bonds may further provide for value-preserving adjustments in the event of other measures taken by the company that could result in dilution of the value of the option or conversion rights. Such dilution may arise, in particular, from changes in share capital (e.g., capital reductions or stock splits), as well as in connection with dividend payments, the issuance of additional convertible or warrant bonds, or extraordinary events occurring during the term of the bonds or warrants (such as a change of control). Anti-dilution protection and adjustments may be effected, in particular, by granting subscription rights, adjusting the conversion or option price, and/or modifying or introducing cash components. §9(1) and §199 AktG remain unaffected.

**(5) Subscription right; exclusion of subscription right**

Shareholders are generally entitled to a subscription right to the bonds; the bonds may also be underwritten by one or more banks or equivalent institutions pursuant to §186(5)(1) AktG with the obligation to offer them to the shareholders for subscription (indirect subscription right). If bonds are issued by affiliated group companies, the company will ensure that shareholders of the company are granted their statutory subscription rights in accordance with the preceding sentence.

The Executive Board is, however, authorized, with the consent of the Supervisory Board, to exclude the subscription rights of shareholders to the bonds

- (i) provided the bonds are issued for cash and the issue price is not significantly lower than the theoretical market value of the bonds calculated in accordance with recognized financial mathematical methods; this, however, will only apply to the extent that the shares to be issued to service the warrant and/or conversion rights or conversion obligations, or rights of the company to require delivery of shares, do not in total exceed a pro rata amount of the share capital of a maximum of 10 percent of the company's share capital existing at the time of the resolution by the Annual General Meeting on this authorization or – if the figure is lower – at the time use is made of this authorization. This limit includes shares that are issued or sold during the term of this authorization on the basis of other authorizations to exclude subscription rights pursuant to §186(3)(4) AktG or that are to be issued to service such warrant and/or conversion rights or to fulfill such conversion obligations as are issued during the term of this authorization on the basis of another authorization to exclude subscription rights pursuant to §186(3)(4) AktG;
- (ii) for fractional amounts resulting from the subscription ratio;
- (iii) to the extent necessary to grant subscription rights to the holders or creditors of warrant and/or conversion rights to shares of the company or corresponding conversion obligations to the extent to which they would be entitled after exercising the warrant or conversion rights or fulfilling the conversion obligations;
- (iv) to the extent that the bonds are issued against contributions in kind, in particular in connection with business combinations or for the purpose of acquiring companies, parts of companies, interests in companies or other assets, including receivables (whether certificated or uncertificated) from the company or its group companies. The conditions require that the value of the contribution in kind be commensurate with the value of the bond.

The authorization to exclude subscription rights is limited in the sense that the pro rata amount of share capital corresponding to those shares that must be issued after exercising warrant and/or conversion rights/obligations may not account for more than 10 percent of the share capital existing at the time this authorization takes effect or – if the figure is lower – at the time use is made of the authorization. This 10 percent limit also applies to the sale of treasury shares that are excluded from subscription rights during the period of this authorization, and to shares excluded from subscription rights that are issued under authorized capital during the period of this authorization.

**(6) Further details of issuance and terms**

The Executive Board is authorized, with the consent of the Supervisory Board, to set out the further details of bond issuance and terms, in particular the interest rate, form of interest, specific period, denomination, issue price, warrant/conversion price, and warrant/conversion period in the bond terms and conditions.

**b) Cancellation of conditional capital 2021 and creation of new conditional capital 2026 together with amendment to the Articles of Association**

The conditional capital 2021 previously contained in Section 4(6) of the Articles of Association will be canceled and the new conditional capital 2026 will be created. The share capital of the company will be conditionally increased by up to 14,950,000.00 euros through the issuance of up to 5,750,000 no-par value registered shares ("conditional capital 2026"). The conditional capital increase will be used to grant new no-par value registered shares to the holders or creditors of warrants and/or convertible bonds issued on the basis of the above authorization (lit a.) by June 8, 2031. The new shares will be issued at the warrant or conversion price to be determined in accordance with the authorization. The conditional capital increase will be carried out only to the extent that holders or creditors of such bonds exercise their option and/or conversion rights, or conversion obligations or the company's right to require delivery of shares are fulfilled, and to the extent that no alternative means of settlement are used. The new shares will participate in profits from the beginning of the fiscal year in which they are issued. To the extent legally permissible, the Executive Board, with the approval of the Supervisory Board, may determine a different profit participation, deviating from the foregoing and from §60(2) AktG, including for a fiscal year that has already ended, provided that no resolution of the Annual General Meeting on the appropriation of net income has yet been adopted at the time the shares are issued. The Executive Board is authorized, with the consent of the Supervisory Board, to specify additional details relating to the conditional capital increase.

Section 4(6) of the Articles of Association will be amended as follows:

"(6) The share capital of the company will be conditionally increased by up to 14,950,000.00 euros through the issuance of up to 5,750,000 new no-par value shares ("conditional capital 2026"). The conditional increase in capital will only be carried out insofar as

- the creditors or holders of option and/or conversion rights from warrants and/or convertible bonds issued by the company, or a domestic and/or foreign corporation in which the company has a direct or indirect majority stake, exercise their option or conversion rights by June 8, 2031, based on the resolution by the Annual General Meeting on June 9, 2026 and/or
- the creditors of the issued convertible bonds who are obligated to exercise their conversion rights issued by the company, or a domestic and/or foreign corporation in which the company has a direct or indirect majority stake, fulfill their obligation to convert and/or tender shares by June 8, 2031 on the basis of the resolution of the Annual General Meeting of June 9, 2026

and to the extent that no alternative means of settlement are used. The new shares will participate in profits from the beginning of the fiscal year in which they are issued. To the extent legally permissible, the Executive Board, with the approval of the Supervisory Board, may determine a different profit participation, deviating from the foregoing and from §60(2) AktG, including for a fiscal year that has already ended, provided that no resolution of the Annual General Meeting on the appropriation of net income has yet been adopted at the time the shares are issued. The Executive Board is authorized, with the consent of the Supervisory Board, to specify additional details on the issuance of the conditional capital increase."

**c) Authorization of the Supervisory Board to amend the Articles of Association in accordance with Section 13(3) of the Articles of Association**

In accordance with Section 13(3) of the Articles of Association, the Supervisory Board is authorized to amend the wording of the Articles of Association in line with utilization of the conditional capital 2026 or, in the event of non-utilization of the conditional capital 2026, on expiry of the deadlines for exercising warrant and/or conversion rights or the company's right to require delivery of shares, or for fulfilling conversion obligations from bonds issued under the authorization pursuant to lit. a above.

**d) Report of the Executive Board**

The written report of the Executive Board pursuant to §221(4)(2) in conjunction with §186(4)(2) AktG, explaining the reasons for authorizing the Executive Board to exclude shareholders' subscription rights in whole or in part, will be available from the date of convening the Annual General Meeting on the company's website at [www.jenoptik.com/investors/annual-general-meeting](http://www.jenoptik.com/investors/annual-general-meeting) (only in German) and will also be accessible there during the Annual General Meeting.

## **9. Resolution on the remuneration of members of the Supervisory Board**

In accordance with §113(3)(1) and (2) AktG, the Annual General Meeting of listed companies must resolve on the remuneration for Supervisory Board members at least once every four years. The Annual General Meeting of JENOPTIK AG last adopted a resolution on June 15, 2022, with a majority of 99.77 percent, confirming both the remuneration system for Supervisory Board members and the related provisions set out in Section 19 of the Articles of Association.

Under the provisions of Section 19 of the Articles of Association of JENOPTIK AG currently in force, Supervisory Board members receive fixed annual remuneration of 50,000.00 euros, additional fixed remuneration for committee service of 5,000.00 euros, and 10,000.00 euros for service on the Audit and ESG Committee, as well as a meeting attendance fee of 1,000.00 euros for participation in meetings of the Supervisory Board or its committees. The Chair of the Supervisory Board receives twice, and the Deputy Chair one and a half times, the fixed annual remuneration.

The current version of the Articles of Association and the remuneration system for Supervisory Board members adopted by the Annual General Meeting in 2022 are available on the company's website at: [www.jenoptik.com/investors/annual-general-meeting](http://www.jenoptik.com/investors/annual-general-meeting) and will also be accessible there during the Annual General Meeting.

The Supervisory Board has reviewed the provisions set out in Section 19 of the Articles of Association as well as the remuneration system adopted by the Annual General Meeting in 2022. The Executive Board and the Supervisory Board are of the opinion that the existing remuneration system for Supervisory Board members has proven effective in its structure. The level of Supervisory Board remuneration will be benchmarked again during 2026 in light of the new committee structures within the Supervisory Board.

The Executive Board and the Supervisory Board therefore propose that the Annual General Meeting confirms the existing remuneration system and the related provisions on Supervisory Board remuneration set out in Section 19 of the Articles of Association of JENOPTIK AG.

## II. Details on candidates for the Supervisory Board (agenda item 7):

### Information on Andreas Krey (agenda item 7.1)

#### Andreas Krey

Chairman of the Board of Management of  
Landesentwicklungsgesellschaft Thüringen mbH (LEG Thüringen),  
Kranichfeld

Initial appointment: March 20, 2026



#### Personal information:

Year of birth: 1963

Nationality: German

#### Education/qualification:

1979–1982	Umformtechnik Erfurt: Apprenticeship as a mechanical engineer (with university entrance qualification)
1982–1985	Officers' College Löbau: Degree in Engineering Economics
1987–1990	Military Academy Dresden (Military Sciences): Diploma

#### Professional career:

1991–1993	Policy Advisor, Thuringian Ministry of the Interior, Erfurt
1993–present	Landesentwicklungsgesellschaft Thüringen mbH (LEG Thüringen)
1993–1997	Head of Conversion Department
1997–2004	Head of Industry and Commerce Department
2004–present	Spokesperson of the Management Board

#### Relevant knowledge, skills, and experience

- Corporate governance expertise
- Supervisory experience in listed companies
- CEO experience (in non-listed companies)
- Financial and business skills
- Personnel expertise, co-determination, and social matters
- Strategy and growth/M&A/portfolio management
- Entrepreneurship/management
- Capital markets
- Industry-specific expertise, particularly in metrology

Membership in statutory supervisory boards and comparable domestic and international supervisory bodies:

- BATT (Betreibergesellschaft für Applikations- und Technologiezentren Thüringen mbH) (Chair of the Supervisory Board, intra-group mandate)
- Analytik Jena GmbH & Co. KG (Advisory Board, Chair, non-listed)
- Stahlwerk Thüringen GmbH (Supervisory Board, until July 31, 2026)

Significant activities in addition to the aforementioned mandates and the Supervisory Board mandate

None

In the opinion of the Supervisory Board, Mr. Andreas Krey is an independent member pursuant to sections C.1, C.6 and C.7 of the German Corporate Governance Code (as amended on April 28, 2022).

## Information on Thomas Spitzenpfeil (agenda item 7.2)

### Thomas Spitzenpfeil

Professional Supervisory Board Member, Ludwigsburg

Initial appointment: 2022

Term ends: End of the 2026 Annual General Meeting



### Personal information:

Year of birth: 1962

Nationality: German

### Education/qualification:

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

### Professional career:

1990–1991 Trainee at Robert Bosch GmbH, Nuremberg and Charleston/SC

1991–1993 Commercial management office in the “Automotive Equipment K1” unit at Robert Bosch GmbH, Schwieberdingen

1993–1995 Head of Investment Controlling at VIAG AG, Bonn/Munich

1995–1996 Head of Plant Controlling at Kodak AG, Stuttgart

1996–2002 Various commercial management functions at VAW aluminium AG, Bonn/Grevenbroich, most recently Director Shared Service Center Accounting

2002–2004 CFO of the Rolled Products unit at Hydro Aluminium, resulting from the merger of VAW and Hydro, Grevenbroich/Cologne

2004–2010 CFO of Zumtobel AG, Dornbirn, Austria

2010–2018 CFO and CIO of Carl Zeiss AG, Oberkochen

2018–2023 Managing Director (Commercial) / CFO, Schenck Process Holding GmbH, Darmstadt; most recently Senior Executive Advisor

Since 2024 Managing Partner, TNA Advisors GmbH, Ludwigsburg

2024–March 2026 CFO and Board Member (Finance and IT), Zentiva Group, a.s., Prague, Czech Republic

Relevant knowledge, skills, and experience:

- Corporate governance expertise
- Experience on management or supervisory boards of listed companies
- CFO experience (in non-listed companies)
- Financial/business skills, including accounting, financial reporting, and controlling (financial expert as defined in §100(5) AktG)
- Human resources, co-determination, and social matters
- Digitization, AI, cybersecurity
- Strategy and growth/mergers and acquisitions/experience with portfolio management
- Entrepreneurship/management
- Capital markets
- Specific industry/sector experience
- ESG expertise

Membership in statutory supervisory boards and comparable domestic and international supervisory bodies:

- Joachim Goldbeck Holding GmbH (comparable supervisory body, non-listed, member)

Significant activities in addition to the aforementioned mandates and the Supervisory Board mandate:

None

In the opinion of the Supervisory Board, Mr. Thomas Spitzenpfeil is an independent member in accordance with sections C.1, C.6 and C.7 of the German Corporate Governance Code (as amended on April 28, 2022).

## Information on Supervisory Board candidate Dr. Frank Stietz (agenda item 7.3)

### Dr. Frank Stietz

CEO and Chairman of the Board of Managing Directors of the Heraeus Group, Bad Vilbel



### Personal information:

Year of birth: 1966  
Nationality: German

### Education/qualification:

1987–1993 University of Kassel and Montana State University, Bozeman, MT, USA  
Diploma in Experimental Physics  
1993–1996 Technical University of Ilmenau, Doctorate (PhD) in Experimental Physics  
1996–2000 University of Kassel, Habilitation in Experimental Physics  
2006–2007 University of Augsburg and University of Pittsburgh, PA, USA  
Qualification: Master of Business Administration

### Professional career:

2000–2015 Carl Zeiss AG, various roles,  
including: Head of Corporate Research and Technology, Managing Director  
of the Electron Microscopy Business Unit, Member of the Management  
Board, Microscopy Business Segment  
2015–2018 Heraeus Group, President Global Business Unit Heraeus Electronics  
2018–2020 Heraeus Group, President Business Area Electronics  
2020–2025 Heraeus Group, Member of the Management Board  
2022–2023 Additional role: President, Norwood Medical, headquartered in Dayton, Ohio  
Since 2025 Heraeus Group, Chief Executive Officer (CEO) and Chair of the Board of  
Managing Directors

Relevant knowledge, skills, and experience:

- CEO and supervisory experience in not-listed companies
- Financial and business skills
- Operational expertise
- Technology expertise
- Human resources, co-determination, and social matters
- Strategy and growth/M&A/portfolio management
- Markets and internationality
- Entrepreneurship/management
- Capital markets
- Specific industry/sector experience
- Compliance, internal control systems, and risk management

Membership in statutory supervisory boards and comparable domestic and international supervisory bodies:

None

Significant activities in addition to the aforementioned mandates and the Supervisory Board mandate:

- Member of the Executive Board of Stifterverband für die Deutsche Wissenschaft e.V.

In the opinion of the Supervisory Board, Dr. Frank Stietz is an independent member pursuant to sections C.1, C.6 and C.7 of the German Corporate Governance Code (as amended on April 28, 2022).

### III. Further information and notes

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

#### 1. Total number of shares and voting rights

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

#### 2. Requirement for attendance and the exercise of voting rights

Pursuant to §123(2) AktG and Section 21 of the Articles of Association, only those shareholders are entitled to attend the Annual General Meeting and to cast votes – in person or by proxy – who are entered as shareholders in the company's share register and whose registration is received in good time. Registration must be received by the company no later than 24:00 hours on June 2, 2026 (CEST), either (the use of one of the following communication channels is sufficient)

electronically using the password-protected shareholder portal accessible at

[www.jenoptik.com/investors/annual-general-meeting](http://www.jenoptik.com/investors/annual-general-meeting)

or by regular mail to

JENOPTIK AG  
c/o Computershare Operations Center  
80249 Munich

or per

Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

or in accordance with §67c(1) and (2)(3) AktG in conjunction with Article 2(1) and (3) and Article 9 of Commission Implementing Regulation (EU) 2018/1212, via

SWIFT: CMDHDEMXXX (instructions pursuant to ISO 20022; authorization via SWIFT Relationship Management Application (RMA) required).

Registration may also be submitted, by the deadline mentioned above, via intermediaries pursuant to §67c AktG to one of the addresses listed above, including the SWIFT address. Shareholders who wish to use this option are requested to contact their respective intermediary (end intermediary), such as their custodian bank. Registration must be made in German or English in text form (§126b of the German Civil Code (BGB)).

To register electronically via the password-protected shareholder portal at [www.jenoptik.com/investors/annual-general-meeting](http://www.jenoptik.com/investors/annual-general-meeting), you require personal access data consisting of your shareholder number and the access password associated with it. Your personal access data can be found in the Annual General Meeting documents sent to you. Shareholders who have already registered on the shareholder portal can access it using the access password they selected during registration. The shareholder portal is due to be available from May 4, 2026.

Shareholders who are not entered in the share register until after the beginning of May 19, 2026 will not receive an invitation and therefore no access data for the shareholder portal without request in accordance with the statutory provisions. They can, however, request the invitation with the access data through one of the channels mentioned in this section III. 2.

Shareholders who order an admission ticket to attend the Annual General Meeting via the shareholder portal have the option of printing out their admission ticket themselves or having it sent to them by email or regular mail. Unlike registration for the Annual General Meeting, the admission ticket is not a prerequisite for participation but merely serves to simplify the procedure at the admission controls when entering the Annual General Meeting at the meeting venue.

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 §135(8) AktG.

Intermediaries, shareholder associations, voting rights advisors, or other equivalent natural or legal entities pursuant to §135(8) 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.

Further instructions on the registration procedure can be found at the website [www.jenoptik.com/investors/annual-general-meeting](http://www.jenoptik.com/investors/annual-general-meeting) (only in German).

**Free availability of shares, re-registration stop:** Following registration for the Annual General Meeting, shareholders are still entitled to dispose of their shares. The key determinant for participation and the extent of voting rights and other exercisable shareholder rights are the shares entered in the share register on the day of the Annual General Meeting. Please note that, for technical reasons, a re-registration stop (technical record date) will apply with effect from **24:00 hours on June 2, 2025 (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, i.e., between 00:00 hours on June 3, 2026 (CEST) and the end of June 9, 2026, cannot be processed and considered until after the Annual General Meeting on June 9, 2026.

### 3. Live streaming of the Annual General Meeting on the Internet

The opening of the Annual General Meeting by the chair of the meeting and the speeches given by the members of the Executive Board will be broadcast via a live stream at 10:00 hours (CEST) on the day of the Annual General Meeting to the public at large, with no restrictions on access, at [www.jenoptik.com/investors/annual-general-meeting](http://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 Annual General Meeting. Please note, however, that the remainder of the Annual General Meeting will not be broadcast on the Internet. However, shareholders or their proxies who are not present at the meeting venue can continue to follow the Annual General Meeting on the shareholder portal. The live transmission of the Annual General Meeting does not enable participation in the Annual General Meeting within the meaning of §118(1)(2) AktG. The company can-not guarantee uninterrupted technical transmission via the Internet or the shareholder portal.

### 4. Voting options

Properly registered shareholders may attend the Annual General Meeting in person and exercise their voting rights themselves or through an authorized proxy, through proxies appointed by the company who exercise non-discretionary voting rights, or by postal voting.

#### a) Exercise of voting rights by postal vote

Shareholders or their proxies may exercise their voting rights in writing or by way of electronic communication through voting per postal vote. In this case, timely registration in accordance with the provisions set out in section III. 2 is required. For voting by postal vote, shareholders may use the **shareholder portal** referred to in section III. 2. 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](http://www.jenoptik.com/investors/annual-general-meeting).

Votes cast by postal voting and any change or revocation of postal votes already cast must have been received by the company through **June 8, 2026, 24:00 hours (CEST)** (time of receipt) via one of the transmission channels listed below:

JENOPTIK AG  
c/o Computershare Operations Center  
80249 Munich

Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

SWIFT: CMDHDEMMXXX (instructions pursuant to ISO 20022; authorization via SWIFT Relationship Management Application (RMA) required).

Postal votes may also be submitted, amended, or revoked by the deadline mentioned above, via intermediaries pursuant to §67c AktG, to one of the addresses specified above, including the SWIFT address listed above. Shareholders who wish to use this option are requested to contact their respective intermediary (end intermediary), such as their custodian bank.

Postal votes can still be submitted, changed, or revoked via the shareholder portal on June 9, 2026 until the start of voting at the meeting venue. The chair of the meeting will announce this date in good time at the meeting.

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

We offer our shareholders the opportunity to be represented at the Annual General Meeting by employees of the company, acting as proxy representatives appointed by the Company, in accordance with the shareholders' instructions. In this case, too, timely registration in accordance with the provisions set out in section III. 2 above is required. The authorization issued to the proxy representatives appointed by the company must contain instructions relating to the exercise of voting rights. The proxy representatives are obliged to vote in line with these instructions. If there is no clear instruction, the proxies will abstain from voting on the relevant matter.

Authorizations and instructions issued to the proxy representatives appointed by the company must also be transmitted to the company in text form (§126b BGB). The **shareholder portal** referred to in section III. 2 may 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](http://www.jenoptik.com/investors/annual-general-meeting).

The fully completed proxy authorization with instructions for the proxy representatives appointed by the company, amendments, or revocations must be received by the company via one of the transmission methods stated in section III. 4 a) by no later than 24:00 hours on June 8, 2026 (CEST). Authorizations and instructions may also be submitted, by the deadline mentioned above, via intermediaries pursuant to §67c AktG, to one of the addresses specified above, including the SWIFT address listed there. Shareholders who wish to use this option are requested to contact their respective intermediary (end intermediary), such as their custodian bank.

A proxy with instructions to the proxy representatives can still be submitted, amended, or revoked via the shareholder portal on June 9, 2026 until the start of voting at the meeting venue. The chair of the meeting will announce this date in good time at the meeting.

The option to authorize a proxy appointed by the company on site on the day of the Annual General Meeting remains unaffected.

Please note that the proxy representatives appointed by the company cannot accept instructions to submit motions, requests to speak, requests to raise questions, or requests to lodge objections either prior to or during the Annual General Meeting.

**c) Voting through an authorized person**

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

Any granting of a proxy, its revocation, and proof of authorization must be submitted to the company in text form (§126b BGB). There may be special rules for intermediaries, shareholder associations, voting rights advisors pursuant to §134a AktG, or other persons, institutions, or companies pursuant to §135(8) AktG; in this case, shareholders are asked to consult with their proxies regarding any specific form of proxy they may require. If a shareholder appoints more than one proxy holder, the company may reject one or more of those appointments under the conditions set out in §134(3)(2) AktG in conjunction with Article 10(2) of the Shareholder Rights Directive (Directive 2007/36/EC of the European Parliament and of the Council of July 11, 2007 on the exercise of certain rights of shareholders in listed companies).

Proxies can be granted electronically via the **shareholder portal**. 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](http://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. Proxy authorization, however, is also possible in any other correct manner.

The proxy may be issued to either the proxy or the company. If the proxy is granted by declaration to the company (e.g., using the shareholder portal or the proxy form provided by the company), no separate proof of the authorization is necessary. Transmitted proxy authorizations must clearly identify a registered shareholder; the proxy must therefore state the name and address of the shareholder, or the shareholder number.

The completed proxy authorization and any amendments or revocations must be received by the company via one of the transmission methods set out in section III. 4 a) above by **24:00 hours on June 8, 2026 (CEST)** at the latest. Authorizations and instructions may also be submitted, by the deadline mentioned above, via intermediaries pursuant to §67c AktG, to one of the addresses specified above, including the SWIFT address listed there. Shareholders who wish to use this option are requested to contact their respective intermediary (end intermediary), such as their custodian bank.

Via the shareholder portal, a proxy can still be granted, amended, or revoked to a third party on June 9, 2026 until the start of voting at the place of the meeting. The chair of the meeting will announce this date in good time at the meeting.

The option to authorize an intermediary, a shareholder association, a proxy advisor, a proxy representative appointed by the company, or another third party on the day of the Annual General Meeting on site remains unaffected.

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

If declarations with more than one form of voting right exercise are received by the company at the same time through the same channel, postal votes will have priority over any authorizations and instructions to a proxy representative appointed by the company and the latter will have priority over any authorizations and instructions to a third party as well as to intermediaries, shareholder associations, voting rights advisors pursuant to §134a AktG or other persons, institutions, or companies equivalent to these pursuant to §135(8) AktG. If voting rights are exercised in due time by several transmission methods, they will be considered in the following order, irrespective of the time of receipt: 1. electronically via the shareholder portal, 2. via the SWIFT address, 3. by email, 4. by regular mail. The same applies to any amendment or revocation of a declaration.

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

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

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

Even after casting postal votes, granting a proxy and issuing instructions to the company-designated proxy representatives, or granting a proxy to a third party, shareholders retain the right to attend the Annual General Meeting in person. In the event of **personal attendance as a shareholder**, any previously granted proxies, instructions to proxy representatives, or votes cast by postal voting will be deemed invalid. Personal attendance at the Annual General Meeting will therefore be deemed a revocation of any previously submitted voting instructions. It also precludes any subsequent voting via the shareholder portal; this will not apply if a proxy granted to a representative attending the Annual General Meeting is revoked prior to the vote being cast.

## 5. Shareholder rights

**a) Additions to the agenda at the request of a minority (§122(2) AktG)**

Shareholders whose shares, alone or taken together, amount to a twentieth (five percent) of the share capital or a pro-rated portion of 500,000 euros (equivalent to 192,308 shares) in the share capital may demand that items be added to the agenda and that they be published. The requesting parties will 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 §70 AktG applicable in calculating the period of share ownership (see §122(2)(1), §122(1)(3) AktG). §121(7) AktG will apply accordingly for the calculation of the period.

The request must be addressed in writing to the company's Executive Board and must be received by the company by 24:00 hours on May 9, 2026 (CEST). The following address may be used:

JENOPTIK AG  
Executive Board  
Carl-Zeiß-Straße 1  
07743 Jena  
Germany

Each new item on the agenda must be accompanied by a reason or draft resolution. The request must be signed by all shareholders who together reach the required quorum, or their duly appointed proxies, or if submitted via email to [ir@jenoptik.com](mailto:ir@jenoptik.com) it must be accompanied by a qualified electronic signature.

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

**b) Shareholder motions and proposals for elections pursuant to §126(1), §127 AktG**

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

JENOPTIK AG  
Investor Relations  
Frau Sabine Barnekow  
Carl-Zeiß-Straße 1  
07743 Jena  
Germany

Email: [ir@jenoptik.com](mailto:ir@jenoptik.com)

Countermotions and proposals for election received from shareholders at least 14 days prior to the day of the Annual General Meeting, i.e., by **24:00 hours on May 25, 2026 (CEST)**, and any opinions of the management, will be promptly made available on the company's website at [www.jenoptik.com/investors/annual-general-meeting](http://www.jenoptik.com/investors/annual-general-meeting), provided that the other requirements for publication pursuant to §126 and §127 AktG are met.

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

It should be noted that counter motions or proposals for election that have been submitted in writing to the company in advance will only be considered at the Annual General Meeting if they are submitted orally during the Annual General Meeting. The right of every properly registered shareholder to submit counter motions or proposals for election on the various agenda items during the Annual General Meeting, even without notifying the company in advance, remains unaffected.

**c) Shareholders' right to information pursuant to §131(1) AktG**

At the Annual General Meeting, any properly registered shareholder or shareholder representative (see section III.2.) may demand from the Executive Board information on the company's affairs, the legal and business relationships of the company with associates, and the position of the Group and entities included in the Consolidated Financial Statements, provided that the information is necessary for a substantive assessment of the agenda (§131(1) AktG).

The Executive Board may refrain from answering individual questions for the reasons stated in §131(3) AktG, for example if, based on sound business judgment, providing the information requested would be likely to cause a not inconsiderable disadvantage to the company or an associate. Pursuant to §131(2)(2) AktG in conjunction with Section 23(2)(2) of the Articles of Association, the chair of the meeting is authorized to limit the time allotted for shareholders to ask questions and speak to a reasonable extent.

## 6. Further information and publication of documents

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

It is planned to make a draft of the Executive Board speeches available to shareholders and their proxies for better preparation for the Annual General Meeting on June 4, 2026, at 15:00 (CEST) in advance on the company's website at [www.jenoptik.com/investors/annual-general-meeting](http://www.jenoptik.com/investors/annual-general-meeting). Subject to change without notice. The voting results will also be available at the same location after the Annual General Meeting.

All members of the Executive Board and the Supervisory Board intend to be present for the entire duration of the Annual General Meeting.

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

Jena, April 2026

JENOPTIK Aktiengesellschaft

The Executive Board

## Annex

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

#### A. Specification of the message

- |                                    |  |
|------------------------------------|--|
| 1. Unique identifier of the event: | Annual General Meeting of JENOPTIK Aktiengesellschaft 2026<br>[formal notice pursuant to EU Implementing Regulation: c15ff4e4436cf011b54500505696f23c] |
| 2. Type of message:                | Notice of the Annual General Meeting<br>[formal notice pursuant to EU Implementing Regulation: NEWM]   |

#### B. Specification of the issuer

- |                    |                             |
|--------------------|-----------------------------|
| 1. ISIN:           | DE000A2NB601                |
| 2. Name of issuer: | JENOPTIK Aktiengesellschaft |

#### C. Specification of the Annual General Meeting

- |   |   |
|---|---|
| 1. Date of the meeting:                                     | June 9, 2026<br>[formal notice pursuant to EU Implementing Regulation:20260609]   |
| 2. Time of the meeting (start):                             | 10:00 hours (CEST)<br>[formal notice pursuant to EU Implementing Regulation: 8:00 hours UTC]  |
| 3. Type of meeting:   | Annual General Meeting [formal notice pursuant to EU Implementing Regulation: GMET]   |
| 4. Location of the meeting:                                 | Location of the Annual General Meeting as defined by the German Stock Corporation Act: Volkshaus Jena, Carl-Zeiss-Platz 15, 07743 Jena, Germany   |
| 5. Technical record date:                                   | June 2, 2026, 24:00 hours (CEST) [formal notice pursuant to EU Implementing Regulation: 20260602, 22:00 hours UTC].<br><br>The key determinant for participation and voting rights are the shares entered in the share register on the day of the Annual General Meeting. Requests for re-registration in the share register received by the company after the end of the registration deadline in the period from 00:00 hours on June 3, 2026 (CEST) through June 9, 2026, cannot be processed and considered until after the Annual General Meeting on June 9, 2026. The technical record date is therefore June 2, 2026, 24:00 hours (CEST). |
| 6. Annual General Meeting website/uniform resource locator: | <a href="http://www.jenoptik.com/investors/annual-general-meeting">www.jenoptik.com/investors/annual-general-meeting</a>  |

**More information on the Annual General Meeting (blocks D to F of table 3 of the Annex to Implementation Regulation (EU) 2018/1212):**

More information on participating in the Annual General Meeting (block D), the agenda (block E), and the deadlines for exercising other shareholder rights (block F) can be found on the following website: [www.jenoptik.com/investors/annual-general-meeting](http://www.jenoptik.com/investors/annual-general-meeting) (only in German)

**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, or make use of an postal vote, 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 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.com/investors/annual-general-meeting](http://www.jenoptik.com/investors/annual-general-meeting).

In the interest of clarity and simplicity, we have tended to avoid using a combination of pronouns as "he, she, or they" with regard to gender. All references to individuals refer equally to all genders.

This document is a convenience translation of the German original. In case of discrepancy between English and German versions, the German version shall prevail.