

COURTESY TRANSLATION

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

Carl Zeiss Meditec AG, Jena

– ISIN: DE 0005313704 –

Invitation to the Annual General Meeting

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

9 March 2012, at 10:00 am

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

I. Agenda

- 1. Presentation of adopted annual financial statements and approved consolidated financial statements as of 30 September 2011, the management reports for Carl Zeiss Meditec AG and Group for the financial year from 01 October 2010 to 30 September 2011, together with the explanatory report of the Management Board in accordance with Art. 289 (4), 315 (4) HGB and the Supervisory Board report.**

The above-mentioned documents may be inspected at the Company's place of business at Göschwitzer Straße 51 - 52, 07745 Jena, Germany and on the Company's website at <http://www.meditec.zeiss.de/agm>. A copy of the above documents shall be sent immediately and free of charge to each shareholder upon request. These documents shall also be available for inspection and explained in more detail at the Annual General Meeting.

- 2. Resolution on the distribution of net retained profits for financial year 2010/2011**

The Company plans to distribute EUR 0.30 per no-par value share carrying dividend rights from the net retained profits for financial year 2010/2011.

The Management Board and Supervisory Board propose to utilize the net retained profits of €41,159,553.64 for financial year 2010/2011 as follows:

1. Payment of a dividend of €0.30 per no-par value share for 81,309,610 no-par-value shares: €24,392,883.00.
2. Carryforward of residual profit to new account: €16,766,670.64.

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3. Resolution on the discharge of the members of the Management Board for financial year 2010/2011

The Management Board and Supervisory Board propose to grant the members of the Management Board a discharge for financial year 2010/2011.

4. Resolution on the discharge of the members of the Supervisory Board for financial year 2010/2011

The Management Board and Supervisory Board propose to grant the members of the Supervisory Board a discharge for financial year 2010/2011.

5. Appointment of the auditor of the annual financial statements and the consolidated financial statements for financial year 2011/2012

Based on the recommendation of the Audit Committee, the Supervisory Board proposes to appoint KPMG AG Wirtschaftsprüfungsgesellschaft, Stuttgart, as auditor of the annual financial statements and the consolidated financial statements for financial year 2011/2012.

II. Requirements for participation in the Annual General Meeting

Only shareholders who register for the Annual General Meeting with proof of their shareholdings are entitled to participate in the Annual General Meeting and exercise their voting right. Proof of share ownership requires a specific written certificate of share ownership from the custodian bank, made out to the beginning of the twenty-first day prior to the Annual General Meeting – “cut-off date” (i.e. 17 February 2012, 00:00).

The registration form and shareholding certificate must be composed in German or English and must be received by the Company at the address below by no later than 24:00 on 02 March 2012:

Carl Zeiss Meditec AG
c/o Commerzbank AG
GS-MO 4.1.1 General Meetings
60261 Frankfurt am Main
Telefax +49 (0) 69/136 26351

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The significance of this cut-off date is that only persons who are shareholders on this date shall be entitled to participate in the AGM and exercise their voting rights.

III. Proxies

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

If neither a financial institution nor a shareholders' association or any other equivalent person or institution as defined in the share-related provisions is authorized as proxy, the authorization must be granted in written form (Section 126b German Civil Code (*Bundesgesetzbuch*, BGB)).

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

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

Shareholders who wish to appoint a proxy to vote on their behalf will require a ticket to the Annual General Meeting. In order to ensure that the ticket is received in good time, the custodian bank should be notified of any appointments as soon as possible.

Insofar as proxies named by the Company are appointed, such proxies must be given instructions on how to exercise the voting right. Proxies are obliged to vote according to instructions. The proxies are not authorized to exercise other shareholder rights, such as to ask questions, cast motions or to provide clarifications. In addition, proxies may not participate in voting on further countermotions or any other motions cast during the Annual General Meeting. In such cases, they shall abstain from voting. Power of proxy and instructions to be given to the Company's proxies must be received by the Company's proxies by no later than the end of 08 March 2012 at the following address:

Carl Zeiss Meditec AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich, Germany, Fax: +49 (0)89 / 88 96 906-55 E-Mail: meditec.zeiss@better-orange.de.

Shareholders shall receive further information on proxy voting as well as a form for appointing proxies and issuing instructions together with their ticket to the Annual General Meeting from their custodian bank after registering for the Meeting in the form and by the date specified above. Shareholders may also obtain information on voting by proxy on the Company's website at <http://www.meditec.zeiss.de/agm>. Our shareholders can obtain information personally from Monday to Friday between 9.00 and 17.00 on +49 (0) 89 / 88 96 -20.

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You can download forms for granting proxy from the Company's website at [:http://www.meditec.zeiss.de/agm](http://www.meditec.zeiss.de/agm). You will also find a proxy form on the back of the ticket to the Annual General Meeting.

Proof of the appointment of a proxy may be sent to the Company at the following e-mail address: meditec.zeiss@better-orange.de

IV. Total number of shares and voting rights at the time of convocation of the Annual General Meeting

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

V. Enquiries, motions, candidate proposals, requests for information

(Information on the rights of shareholders pursuant to Section 122 (2), Section 126 (1), Section 127, Section 131 (1) Aktiengesetz; further information can be found in the Internet on <http://www.meditec.zeiss.de/agm>).

Requests for additions to the agenda pursuant to Section 122 (2) AktG

Shareholders whose shares collectively amount to one twentieth of the share capital or a proportional interest of €500,000.00 (equivalent to 500,000 shares), may request that items be placed on the agenda and announced. Each new agenda item must be accompanied by supporting statement or a formal resolution proposal. The request must be submitted in writing to the Management Board of Carl Zeiss Meditec AG must be received by company at least 30 prior to the AGM, not counting the day of receipt, i.e. no later than 24:00 hours on 07 February 2012. Please send any requests to the following address:

Carl Zeiss Meditec AG
- Management Board -
Göschwitzer Straße 51 - 52
D-07745 Jena

The petitioners must provide evidence that they held the shares at least three months before the day of receipt of the request and that they will retain the shares until a decision has been reached on the request.

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Notifiable additions to the agenda shall – if they have not already been announced in the invitation – be announced immediately after receipt of the request in the electronic *Bundesanzeiger* (Federal Gazette) and shall be passed on to those media that can be expected to disseminate the information throughout the entire European Union. They shall also be announced on the Company's website at <http://www.meditec.zeiss.de/agm> and passed on to the shareholders.

Counter motions and candidate proposals pursuant to Section 126 (1), Section 127 AktG

In addition, shareholders of the Company may cast counter motions against proposals of the Management Board and/or Supervisory Board concerning certain items on the agenda and make candidate proposals for the Supervisory Board and/or auditors. Counter motions must be accompanied by a supporting statement. Candidate proposals need not be supported by a statement of the reasons therefor.

Counter motions, candidate proposals and other enquiries from shareholders regarding the Annual General Meeting must exclusively be sent:

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

We shall publish counter motions and candidate proposals which we receive by no later than 14 days before the date of the Annual General Meeting, not including the date of receipt, i.e., by 24:00 on 23 February 2012, online at <http://www.meditec.zeiss.de/agm> in accordance with legal requirements. Any statements made by the management shall likewise be published at the above Web address after this date.

Right to information pursuant to Section 131 (1) AktG

At the Annual General Meeting any shareholder or shareholder representative may request information from the Management Board concerning the affairs of the company, the legal and business relationships of the company with affiliated companies, and concerning the position of the Group and the companies included in the consoli-

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dated financial statements, insofar as such information is necessary to make a proper assessment of an item on the agenda and no legal right to refuse information exists.

VI. Organizational information

Shareholders wanting to ask questions at the Annual General Meeting are asked to send these as soon as possible to the company (Management Board Office, Göschwitzer Straße 5152, 07745 Jena, Germany, fax: +49 (0)36410-102 or via email to investors@meditec.zeiss.com), to facilitate answering these questions.

VII. Publications on the Company's website

This invitation to the Annual General Meeting, the documents to be made accessible and motions of shareholders, as well as other information, can be inspected on the Company's website at <http://www.meditec.zeiss.de/agm>.

Jena, January 2012

Carl Zeiss Meditec AG

The Management Board