



CARL ZEISS MEDITEC

**Annual General Meeting of Carl Zeiss Meditec AG
on Friday, 9 March 2012, at 10:00 am
congress centrum neue weimarhalle,
UNESCO-Platz 1, D-99423 Weimar**

Information on exercising voting rights by proxy

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

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

For authorization of banks, 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 bank 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 shall 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 8 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 a.m. and 5:00 p.m. by calling +49 (0) 89 / 88 96 906 20.

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.