



**MORE LIGHT**

# Invitation to the Annual General Meeting 2019

JENOPTIK Aktiengesellschaft, Jena  
– ISIN DE000A2NB601, WKN A2NB60 –

We hereby invite our shareholders to attend the

## **Annual General Meeting**

to be held at the congress centrum neue weimarhalle,  
UNESCO-Platz 1, 99423 Weimar,

**on Wednesday, June 12, 2019 at 11:00 a.m. (CEST)**, and  
hereby set out the agenda with the 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 Section 289a of the Commercial Code (*HGB*) and Section 315a *HGB* for the 2018 fiscal year.**

The above-mentioned documents will be available for inspection by shareholders at our offices (Carl-Zeiß-Straße 1, 07743 Jena) from the date of publication of this invitation in the Federal Gazette (Bundesanzeiger) and 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 and verbally explained during the Annual General Meeting on June 12, 2019. 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) of the Stock Corporation Act (*AktG*).

## **2. Adoption of a resolution on the appropriation of accumulated profits for the 2018 fiscal year**

The Executive Board and the Supervisory Board propose that the accumulated profits for the 2018 fiscal year, in the amount of 118,963,445.04 euros, be appropriated as follows:

Payment of a dividend of 0.35 euros per no-par value share carrying dividend rights

with 57,238,115 no-par value shares carrying dividend rights	EUR	20,033,340.25
Allocation to revenue reserves	EUR	68,930,104.79
Profit carried forward to new account	EUR	30,000,000.00

If the number of no-par value shares carrying dividend rights 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 0.35 euros per share carrying dividend rights.

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 June 17, 2019.

## **3. Adoption of a resolution giving approval to the Executive Board's acts for the 2018 fiscal year**

The Executive Board and the Supervisory Board submit a proposal that approval be given to the actions of the Executive Board for the fiscal year ending on December 31, 2018.

#### **4. Adoption of a resolution giving approval to the Supervisory Board's acts for the 2018 fiscal year**

The Executive Board and the Supervisory Board submit a proposal that approval be given to the actions of the Supervisory Board for the fiscal year ending on December 31, 2018.

#### **5. Appointment of auditor and Group auditor for the 2019 fiscal year**

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, 2019.

The Supervisory Board's proposal is based on the identical recommendation made by the Audit Committee. 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.

#### **6. Resolution on the cancellation of the existing authorized capital, the creation of new authorized capital, and the amendment to the Articles of Association**

The authorized capital approved by the Annual General Meeting on June 3, 2015 will expire on June 2, 2020, i.e. probably prior to the next Annual General Meeting (Section 4 (5) of JENOPTIK AG's Articles of Association). In order to allow the entity to cover its future financial requirements swiftly and flexibly by boosting its equity base, new authorized capital in the unchanged amount of up to 44,000,000.00 euros is then to be approved while at the same time cancelling the existing authorization.

The proposed resolution entails limiting all authorizations to exclude subscription rights to a total of 10 percent of the share capital existing at the time this authorization becomes effective – or, if this value is lower, to 10 percent of the share capital existing at the time this authorization is exercised. This limit of 10 percent is to include shares that

(i) are used for the purpose of servicing warrants and/or convertibles that were or could still be issued during the period of validity of the authorized capital to the exclusion of subscription rights or (ii) are sold as treasury shares during the period of validity of the authorized capital to the exclusion of subscription rights.

Since a mutual offset to exclude subscription rights up to a maximum of 20 percent is still provided for in the resolution regarding authorization to issue warrants and/or convertibles approved by the 2017 Annual General Meeting and the resolution regarding authorization to acquire and use treasury shares approved in 2018, the Executive Board and the Supervisory Board undertake to also apply the above-mentioned 10 percent limit if these authorizations are possibly exercised to the exclusion of subscription rights.

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

The Authorized Capital 2019 will be created as follows by revising Section 4 (5) of the Articles of Association:

“(5) The Executive Board is authorized until June 11, 2024, with the consent of the Supervisory Board, to increase the share capital of the entity by up to 44,000,000.00 euros through one or multiple issues of new, no-par value shares against cash and/or contributions in kind (‘Authorized Capital 2019’). The authorization may be exercised in whole or in part, i.e. on a one-off or repeat basis. The new shares can be taken up by one or more banks with the obligation to offer these to shareholders (indirect subscription rights).

With the consent of the Supervisory Board, the Executive Board is authorized to exclude the subscription rights of shareholders:

- a) for fractional amounts;
- b) for capital increases in return for contributions in kind, in particular also within the framework of corporate mergers or the acquisition of companies, parts of companies or investments in companies (including increasing existing investments) or other contributable assets in conjunction with such an intended acquisition, as well as claims against the entity;
- c) for capital increases in return for cash contributions, under the condition that the percentage of any new shares of the share capital does not in total exceed 10 percent of the share capital at the time the authorized shares are registered or in total 10 percent of the share capital at the time the new shares are issued, taking into consideration resolutions of the AGM or the use of other authorizations to exclude subscription rights in a direct or corresponding application of Section 186 (3) (4) *AktG* since the effective date of this authorization and the issue price of the new shares is not substantially lower than the stock market price;
- d) for the issue of new shares to employees of the entity and associated companies in which the entity holds a majority interest.

All aforementioned authorizations to exclude subscription rights are limited to a total of 10 percent of the share capital existing at the time this authorization becomes effective – or, if this value is lower, to 10 percent of the share capital existing at the time this authorization is exercised. This limit of 10 percent includes shares that (i) are used for the purpose of servicing warrants and/or convertibles that were or could still be issued during the period of validity of

authorized capital to the exclusion of subscription rights or (ii) are sold by the entity as treasury shares during the period of validity of authorized capital to the exclusion of subscription rights.

Decisions on the details of the issuance of new shares, in particular their conditions and the content of rights of the new shares, are taken by the Executive Board, with the consent of the Supervisory Board.”

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## Executive Board report to the Annual General Meeting regarding item 6 of the agenda

The authorization resolved upon by the Annual General Meeting on June 3, 2015 to carry out a capital increase from the authorized capital will expire on June 2, 2020. In order to allow the entity to acquire adequate additional equity swiftly and flexibly in the future, the existing authorization is to be canceled and a new authorization in the same amount and with a subsequent amendment of the Articles of Association is to be resolved.

The composition of the new authorized capital essentially corresponds to the provisions applicable to the prior Authorized Capital 2015. In the interest of protecting shareholders against dilution, however, additional restrictions have been included with regard to the authorizations to exclude subscription rights.

The Executive Board is to be authorized through June 11, 2024, with the consent of the Supervisory Board, to increase the share capital of the entity by up to 44,000,000.00 euros – equating to approximately 29.7 of the nominal capital – through one or multiple issues of new, no-par value shares against cash and/or contributions in kind (“Authorized Capital 2019”). The new shares can be taken up by one or more banks with the obligation to offer these to shareholders (indirect subscription rights).

Whenever the authorized capital is utilized, shareholders will generally be granted a subscription right. In the following cases, the Executive Board is to be authorized, with the approval of the Supervisory Board, to exclude subscription rights:

- a) The authorization to exclude shareholders’ subscription rights for fractional amounts serves to facilitate technical implementation of the increase in capital if the setting of an even subscription right ratio gives rise to fractional amounts that cannot be evenly distributed among all shareholders. The shares excluded from subscription rights as fractional shares will either be sold on the stock exchange or otherwise used in the best possible way for



the entity. In relation to the overall increase in capital, the fractional amounts are generally of minor importance.

- b) Subscription rights are further to be excluded in the event of capital increases against contributions in kind. In particular and for the purpose of boosting its competitiveness, value, and profitability, the entity would like to continue to acquire companies, expand its existing investments, or partake in mergers whenever suitable opportunities arise. The exclusion of subscription rights envisaged for this purpose aims to enable the Executive Board, with the approval of the Supervisory Board, to carry out such acquisitions in return for company shares without the need to buy back treasury shares in advance. As consideration, granting shares may be expedient or even necessary in order to preserve the entity's liquidity or meet the seller's expectations. The proposed exclusion of shareholders' subscription rights for contributions in kind takes this aspect into account. By contrast, it is not generally possible to wait for the entity's once-annual Annual General Meeting. In the case of such acquisitions, it may also be desirable to acquire further assets in addition to the actual acquisition target, issuing shares as consideration, if, for example, an entity to be acquired is not the owner of industrial or intellectual property rights associated with its business operations. In this light, the proposed resolution provides for the exclusion of subscription rights in order to issue new shares in connection with the acquisition of deposable assets relating to the acquisition of companies, parts of companies, or investments in companies. Subscription rights are also to be excluded so as to grant the holders of claims against JENOPTIK AG – whether or not they are securitized or unsecuritized – shares in the entity wholly or in part instead of monetary payments. The entity thereby gains additional flexibility and can grant shares instead of a cash payment and thus preserve its liquidity, for example in cases in which its shareholders are to be offered the option of exchanging their cash dividend claims for shares (share dividends), and the shareholder elects to do so.

In all cases involving the exclusion of subscription rights in the event of capital increases against contributions in kind pursuant to item b), the Executive Board will set the issue price with the approval of the Supervisory Board, taking into account the results of the statutory review of the value of a contribution in kind and the appropriate safeguarding of the entity's and its shareholders' interests.

- c) The proposed exclusion of subscription rights pursuant to Sections 203 (1) and (2), 186 (3) (4) *AktG* in the event of increases in capital against cash contributions enables the entity to boost its capital resources quickly, flexibly, and cost-effectively where necessary. In a constantly evolving market environment, it is important that the Executive Board, with the approval of the Supervisory Board, is in a position to quickly cover the entity's capital requirements by taking advantage of any short-term opportunities. There is also the need to make use of favorable market conditions to cover the entity's future financing requirements. As a rule, the increase in capital with the exclusion of subscription rights results in a faster and higher inflow of funds than a comparable increase in capital with subscription rights due to the elimination of time-consuming processing of subscription rights and typical subscription right markdowns. The exclusion of subscription rights is therefore in the interest of both the entity and its shareholders. The authorization is subject to the proviso that the percentage of the share capital attributable to the new shares does not in total exceed 10 percent of the share capital at the time the authorized shares are registered or in total 10 percent of the share capital at the time the new shares are issued, taking into consideration resolutions of the AGM or the use of other authorizations to exclude subscription rights in a direct or

corresponding application of Section 186 (3) (4) *AktG* since the effective date of this authorization, and the issue price of the new shares is not substantially lower than the stock market price within the meaning of Sections 203 (1) and (2), 186 (3) (4) *AktG*. Shareholders' asset-related and voting rights interests are appropriately protected in the event of the exclusion of subscription rights pursuant to Section 186 (3) (4) *AktG*. The fact that the shares may only be issued at a price not substantially below the stock market price provides protection against dilution. The selling price for the shares to be issued is set shortly prior to issue. In the process, the Executive Board will endeavor to minimize any markdown on the stock market price in due consideration of current market conditions. Shareholders are protected by the fact that the markdown on the stock market price may not be substantial. In addition, they have the option of maintaining their share of the entity's share capital at any time by purchasing shares on the stock market. When utilizing the authorized capital with an exclusion of subscription rights in the cases described under item c), the asset-related and voting rights interests of shareholders are therefore safeguarded pursuant to Section 186 (3) (4) *AktG*, while the entity can boost its capital resources quickly, flexibly, and cost-effectively.

- d) The issue of shares to employees of the entity and to associates in which the entity holds a majority interest serves to integrate and motivate employees through their participation in the entity and is thus in the entity's own interests. This is only possible if subscription rights are excluded. When issued, the issue price of the shares when issued to employees of the entity and associates in which the entity holds a majority interest may be below the current stock market price. This benefit will not be determined on the basis of a formal analysis of the markdown for the individual share. Instead, the overall amount of the benefit granted in each case to an employee by the more favorably priced shares should be in proportion to their level of compensation or the expected benefit to the entity.

In order to further protect shareholders against the dilution of their investments in the company, the proposed resolution entails limiting all above-mentioned authorizations to exclude subscription rights to a total of 10 percent of the share capital available at the time this authorization becomes effective – or, if this value is lower, to 10 percent of the share capital at the time this authorization is exercised. Shares issued or to be issued on the basis of warrants and/or convertibles issued during the term of this authorization in which subscription rights are excluded also count toward this 10 percent limit. Shares sold by the entity as treasury shares during the term of the authorized capital in which subscription rights are excluded are also taken into account. This limit restricts the total value of a share issue excluding subscription rights from the Authorized Capital 2019. In the event that the Executive Board and the Supervisory Board make use of the existing authorization to issue warrants and/or convertibles with the exclusion of subscription rights or the authorization to acquire and utilize treasury shares, they undertake also to apply the above-mentioned 10 percent limit.

In each case, the Executive Board will carefully review, taking into account the interests of existing shareholders, whether utilization of the authorization to increase the capital and any exclusion of subscription rights is necessary and in both the entity's and its shareholders' best interests.

Following (partial or full) utilization of the Authorized Capital 2019, the Executive Board will report on this utilization to the next Annual General Meeting.

## II. Further information and notes

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

At the time the 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 does not hold any treasury shares.

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

Pursuant to Section 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 entity's share register and whose registration is received in good time. Registration must be received by the entity no later than **24:00 hours (CEST) on June 5, 2019** at the following address (the use of one of the following communication channels is sufficient)

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

or electronically using the password-protected shareholder portal accessible at

[www.jenoptik.com/investors/annual-general-meeting](http://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*)). You can access the online registration service on the shareholder portal by entering your shareholder number and the access password associated with it, which can be found in the Annual General Meeting documents sent to you. Shareholders who have already registered on the

shareholder portal can access it at [www.jenoptik.com/investors/annual-general-meeting](http://www.jenoptik.com/investors/annual-general-meeting) using the access password they selected during registration. In order to register on the shareholder portal and use it the shareholders must have been entered in the shareholders' register by May 28, 2019 24:00 hours (CEST) at the latest. If the shareholder is registered after that date only the other ways of registration mentioned above are available.

Further information on the registration procedure can be found on the registration form enclosed with the letter of invitation. Following timely registration, you will be able to access the shareholder portal to make changes to your admission ticket orders until 24:00 hours (CEST) on June 5, 2019.

There are special rules governing use of the shareholder portal for registrations made by financial institutions, shareholder associations, 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.

Financial institutions, shareholder associations, 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 own 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 Annual General Meeting, shareholders are still entitled to dispose of their shares. The key determinant for participation and the scope of voting rights are the shares entered in the share register on the day of the Annual General Meeting. Please note, however, that for technical reasons a re-registration stop ("technical record date") will apply with effect from **24:00 hours (CEST), on June 5, 2019** 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 entity after the end of the last registration day, between 0:00 hours (CEST) on June 6, 2019 and the end of June 12, 2019 (CEST), cannot be processed and considered until after the Annual General Meeting on June 12, 2019.

### 3. Voting options

Our shareholders who are entered in the share register may exercise their voting rights themselves or through an authorized proxy, through proxy representatives appointed by the entity who exercise who are bound to follow shareholders' voting instructions, or by means of postal voting.

#### a) Voting through an authorized proxy

Even where an authorized proxy is nominated, e.g. a financial institution, a shareholder association, 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 entity may reject one or more of them.

Any issue of a power of attorney, its revocation, and proof of authorization must be submitted to the entity 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 financial institutions, shareholder associations, or equivalent natural or legal entities pursuant to Sections 135 (8) and 10 *AktG* in conjunction with Section 125 (5) *AktG*; in this cases, shareholders are asked to consult with their proxies regarding any specific form of power of attorney they may require.

A form for issuing the power of attorney will be sent to the shareholders together with the registration documents/admission tickets. A power of attorney form may also be requested from the entity and is available to download on the entity'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 entity for the purpose of granting the power of attorney.

The power of attorney may be issued to either the authorized proxy or the entity. The entity provides the following address (use of one of the communication channels listed below is sufficient) for a declaration to the entity that power of attorney has been granted or that a previously granted power of attorney is to be revoked/amended, or to transmit proof of the authorization of a proxy (receipt by the entity, where possible, by 24:00 hours (CEST) on June 11, 2019:

JENOPTIK AG  
c/o Computershare Operations Center  
80249 Munich  
Fax: +49 89 30903-74675

For organizational reasons, any power of attorney, revocations, amendments, or proofs received via the communication channels above following the deadline cannot generally be considered. As an electronic means of transmission, the entity offers shareholders the option to send power of attorney, evidence of power of attorney, revocations, and amendments beyond the specified deadline by email to [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de) or by 24:00 hours (CEST) on June 11, 2019 to the shareholder portal listed in item 2.

The authorized proxies may also prove their entitlement to exercise voting rights by showing their proxy authorization at the entrance check point on the day of the Annual General Meeting.



If the power of attorney is granted by means of a declaration to the entity, there is no need for separate proof that power of attorney has been issued.

**b) Voting through proxy representatives appointed by the entity who are bound to follow shareholders' voting instructions**

We offer shareholders registered in our share register the opportunity to be represented at the Annual General Meeting by employees of the entity, acting 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 must be ensured. The power of attorney 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 line with these instructions. If there is no clear instruction, the proxy representatives will abstain from voting on the relevant matter. Power of attorney and instructions issued to the proxy representatives appointed by the entity must also be transmitted to the entity in text form (Section 126b *BGB*); the power of attorney form sent together with the registration document/admission ticket can be used for this purpose. Alternatively, the shareholder portal referred to in item 2 may be used. The proxy form may also be requested from the entity and is available to download on the entity's website at [www.jenoptik.com/investors/annual-general-meeting](http://www.jenoptik.com/investors/annual-general-meeting).

The completed power of attorney with instructions for the proxy representatives appointed by the entity, amendments, or revocations should have been received by the entity at the address stated in item 3a) above, wherever possible by 24:00 hours (CEST) on June 11, 2019. The power of attorney with instructions to the proxy representatives, amendments, and revocations can

be sent electronically, by email, to **anmeldestelle@computershare.de** or to the shareholder portal referred to in item 2. For organizational reasons, power of attorney with instructions to the proxy representatives appointed by the entity, amendments, and revocations received after this date cannot generally be considered.

Please note that the entity's proxy representatives will not accept any requests to speak or raise questions or motions and will abstain from voting on procedural motions and unannounced motions put forth by shareholders.

### c) Postal voting

Shareholders registered in our share register may alternatively submit their votes in writing or using electronic communications by means of postal voting. In this case, too, timely registration in accordance with the provisions set out in item 2 above must be ensured. The form sent together with the registration documents / admission ticket can be used for the absentee vote. Alternatively, the shareholder portal referred to in item 2 may be used. A power of attorney form may also be requested from the entity and is available on the entity'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 revocations of or amendments to postal votes already cast must be received by the entity by 24:00 hours (CEST) on June 11, 2019 at the address listed in item 3a), or if using electronic transmission by email to **anmeldestelle@computershare.de** or the shareholder portal referred to in item 2. For organizational reasons, postal votes, revocations, and amendments received following the deadline cannot generally be considered.

Shareholders may attend the Annual General Meeting in person, even if they issue proxy authorization to a third party, issue power of attorney and instruction to the proxy representatives appointed by the entity, or cast their vote by postal voting. In the event of personal attendance as a

shareholders, any power of attorney, instructions, or votes cast previously by postal voting will be disregarded.

The option to authorize a financial institution, an association of shareholders, a person of choice, or a proxy representatives appointed by the entity at the venue on the day of the Annual General Meeting remains unaffected by this.

#### 4. Shareholder rights

##### Amendments to the agenda at the request of a minority (Section 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 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 entity's Executive Board (JENOPTIK AG, Executive Board, Carl-Zeiß-Straße 1, 07743 Jena) and must be received by the entity by **24:00 hours (CEST) on May 12, 2019**. Each new item on the agenda must be accompanied by a reason or draft resolution.

Amendments to the agenda to be published pursuant to Sections 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 entity'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 Section 125 (1) (3) *AktG*.

Shareholders motions and proposals for elections pursuant to Sections 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 Section 126 (1) *AktG*, or direct proposals for the election of auditors pursuant to Section 127 *AktG*, to the following address.

JENOPTIK AG  
Investor Relations  
Frau Sabine Barnekow  
Carl-Zeiß-Straße 1  
07743 Jena  
Fax: +49 (0)3641-652804  
[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 (CEST) on May 28, 2019** and any opinions of the management, will be promptly made available on the entity'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 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 available 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).

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

#### Shareholders' right to information pursuant to Section 131 (1) *AktG*

At the Annual General Meeting, any shareholder or shareholder representative may demand from the Executive Board information on the entity's affairs, the legal and business relationships of the entity with affiliated entities, 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 an agenda item (Section 131 (1) *AktG*).

The Executive Board may refrain from answering individual questions for the reasons stated in Section 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 entity or an affiliated entity. Pursuant to Section 131 (2) (2) *AktG* in conjunction with Section 23 (2) of the Articles of Association, the chairman of the Meeting is authorized to limit the time allotted for shareholders to ask questions and speak to a reasonable extent.

## 5. Further information and publication of documents

Further information on participation in the Annual General Meeting, on exercising voting rights, and on the rights of shareholders pursuant to Sections 122 (2), 126 (1), 127, and 131 (1) *AktG* can be found on the entity's website at [www.jenoptik.com/investors/annual-general-meeting](http://www.jenoptik.com/investors/annual-general-meeting). Information pursuant to Section 124a *AktG* is also available there. All documents to be made available to the Annual General Meeting will also be available for inspection by shareholders at our offices (Carl-Zeiß-Straße 1, 07743 Jena) from the date of publication of this invitation in the Federal Gazette, and will also be available during the Annual General Meeting on June 12, 2019.

The Executive Board's speech and the results of voting will also be made available on the entity's website at [www.jenoptik.com/investors/annual-general-meeting](http://www.jenoptik.com/investors/annual-general-meeting) after the Annual General Meeting.

The invitation to the Annual General Meeting was published in the Federal Gazette dated April 30, 2019.

Jena, April 2019

JENOPTIK Aktiengesellschaft

The Executive Board

## Data protection information:

*If you register for the Annual General Meeting, grant a proxy, authorize the entity's proxy, or make use of an absentee vote, the entity will 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 entity's website at [www.jenoptik.com/investors/annual-general-meeting](http://www.jenoptik.com/investors/annual-general-meeting). This information will also be available during the 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.*