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# Governance Presentation

Investor Relations Presentation | April 2026

# Disclaimer

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**02** Supervisory Board Overview

**03** Supervisory Board (re-)elections 2026

**04** Supervisory Board Committees

**05** CVs of other shareholder representatives

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# Refreshing Jenoptik's Supervisory Board

## Focus areas for 2026

### Leadership transition & continuity

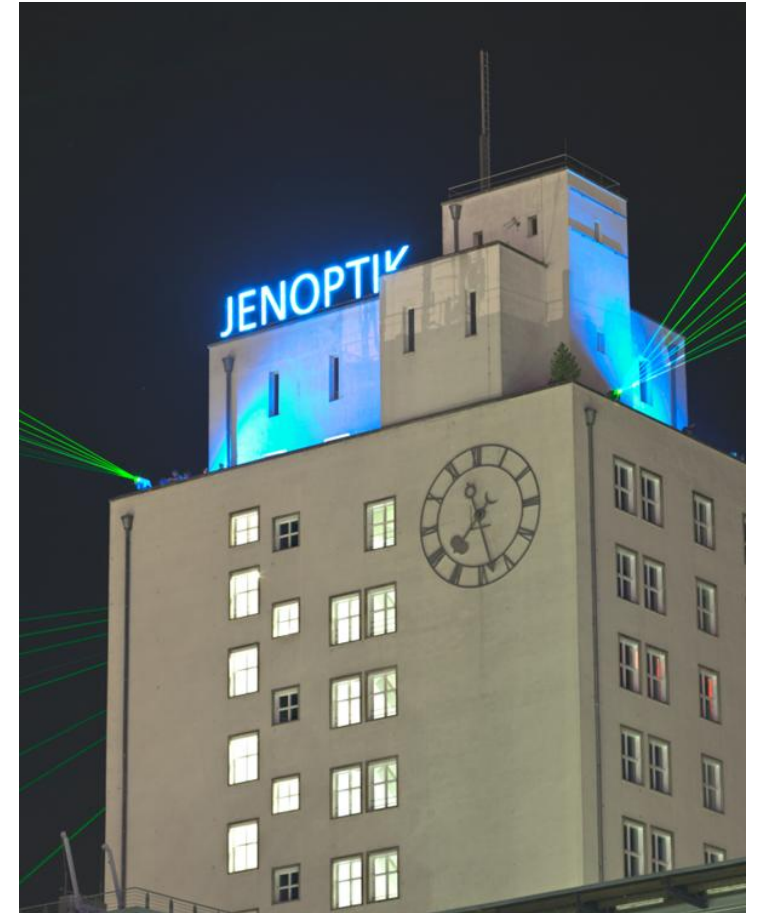
- Lead CEO search and onboarding (candidate found; onboarding to start)
- Interim governance structure for the Executive Board (since Dec 2025)
- Orderly transition of Supervisory Board chairmanship (since Dec 2025)

### Supervisory Board composition & effectiveness

- Evaluate and enhance Supervisory Board effectiveness (from June 2026)
- Structured onboarding for new Board members after AGM 2026 (from June 2026)
- Sharpen Supervisory Board's competence with strategy

### Strategy & remuneration

- Shaping the Group's strategy update and transformation agenda
- Evaluate and adjust Executive Board | Supervisory Board remuneration



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# Supervisory Board of Jenoptik as of April 2026

## Shareholders' Representatives



Daniela Matheus

Professional Supervisory Board member and management consultant

**Chairwoman of the Supervisory Board**



Elke Eckstein

Professional Supervisory Board member



Andreas Gerstenmayer

Professional Supervisory Board member and entrepreneur



Prof. Dr. Dr. h.c. Ursula Keller

Em. Professor at the ETH Zurich



Thomas Spitzenfeil

CFO | CIO of Zentiva\*, Professional Supervisory Board member

\* until end of March 2026



Andreas Krey

Managing Director of LEG Thüringen\*\*

\*\* appointed by court

## Employee Representatives



Jakob Habermann

Trade union secretary of the IG Metall central district management

**Deputy Chairman of the Supervisory Board**



André Hillner

Production Engineering Expert at JENOPTIK Optical Systems GmbH



Dörthe Knips

Chairwoman of the Group Works Council of Jenoptik



Alexander Münkwitz

Chairman of the Works Council of JENOPTIK AG



Christina Süßenbach

Director, HR Business Partner Metrology & Production Solutions



Franziska Wolf

Second Representative of the IG Metall branches Gera and Jena-Saalfeld

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Director, HR Business Partner Metrology & Production Solutions



**Franziska Wolf**

Second Representative of the IG Metall branches Gera and Jena-Saalfeld

# Supervisory Board – Current qualification matrix

	Daniela Mattheus	Elke Eckstein	Andreas Gerstenmayer	Prof. Dr. Ursula Keller	Thomas Spitzenpfeil	Andreas Krey	Jakob Habermann*	André Hillner*	Dörthe Knips*	Alexander Münkwitz*	Christina Süßenbach*	Franziska Wolf*
Independence <sup>1</sup> / Availability	✓	✓	✓	✓	✓	✓	n.a.	n. a.	n. a.	n. a.	n. a.	n. a.
Corporate governance experience	✓	✓	✓		✓	✓						
(Supervisory or Executive Board) experience in listed companies	✓	✓	✓		✓	✓						
CEO experience (in non-listed companies)		✓	✓			✓						
CFO experience (in non-listed companies)			✓		✓							
Financial and business skills	✓	✓	✓		✓	✓			✓	✓	✓	
Human resources expertise, co-determination and social matters	✓	✓	✓		✓	✓	✓	✓	✓	✓	✓	✓
Sales and marketing expertise		✓										
Operational expertise		✓	✓					✓	✓		✓	
Digitization, AI, Cybersecurity	✓	✓		✓	✓					✓		
Innovation		✓		✓				✓				
Technology		✓	✓	✓				✓				
Strategy and growth / mergers and acquisitions / portfolio management	✓	✓	✓		✓	✓						
Markets and internationality		✓	✓	✓								
Entrepreneurship/management	✓	✓	✓	✓	✓	✓						
Capital markets	✓		✓		✓	✓						
Specific industrial and sector expertise	✓	✓	✓		✓	✓		✓	✓	✓	✓	
ESG expertise	✓	✓	✓		✓							

<sup>1</sup> According to the Supervisory Board's self-assessment for the shareholder representatives

✓ = Criterion is deemed to be met on the basis of a self-assessment by the Supervisory Board if there is good knowledge or experience in the dimension concerned. These can be acquired through existing qualifications or as part of the work as a member of the Supervisory Board (for example, many years of service on the Audit Committee)

\* Employee representative

# Supervisory Board shareholders' representative tenures

## Current terms of shareholder representatives



Andreas  
Krey

AGM 2026



Prof. Dr. Dr. h.c.  
Ursula Keller

AGM 2026



Thomas  
Spitzenpfeil

AGM 2026



Elke  
Eckstein

AGM 2029



Andreas  
Gerstenmayer

AGM 2029



Daniela  
Mattheus

AGM 2029

Current terms of employee representatives: AGM 2027

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# Supervisory Board (re-)elections 2026

## Candidates and proposed tenures

### Proposed terms of (re-)elected shareholder representatives



Dr. Frank  
Stietz

AGM 2028



Andreas  
Krey

AGM 2029



Thomas  
Spitzenfeil

AGM 2030

# Supervisory Board (re-)elections 2026

## Main competencies and qualifications of candidates

C-Level management experience	Financial & business skills	Accounting & audit	Transformation & change management	Specific industry & sector experience	Corporate strategy & planning
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<p><b>Thomas Spitzenfeil</b> (standing for re-election) Financial expert acc. to AktG (German Stock Corporation Act)</p>	✓	✓	✓		✓	✓
<p><b>Dr. Frank Stietz</b> (new candidate)</p>	✓	✓		✓	✓	✓
<p><b>Andreas Krey</b> (new candidate)</p>	✓	✓		✓	✓	✓

# CV of Supervisory Board candidate – Andreas Krey\*



Andreas Krey

**Nationality**  
**Year of birth**  
**Profession**

German

1963

Managing Director of Landesentwicklungsgesellschaft Thüringen mbH (LEG Thüringen)

## Career

- 1991–1993 Advisor at the Thuringian Ministry of the Interior, Erfurt
- since 1993 Landesentwicklungsgesellschaft Thüringen mbH (LEG Thüringen)
  - 1993–1997 Head of Conversion Department
  - 1997–2004 Head of Industry and Trade Department
  - since 2004 Chairman of the Management Board

## Mandates in Supervisory Boards under applicable law

- BATT (Betreiber-gesellschaft für Applikations- und Technologiezentren Thüringen mbH (Chairman of the Supervisory Board, internal mandate), non-listed
- Analytik Jena GmbH & Co KG (Chairman of the Advisory Board), non-listed
- Stahlwerk Thüringen GmbH (member of the Supervisory Board), non-listed – until 07/2026

## Relevant knowledge, skills, and experience

- Corporate governance experience
- Supervisory Board experience in listed and non-listed companies
- CEO experience in non-listed companies
- Financial/business skills
- Human resources expertise, co-determination and social matters
- Strategy and growth / mergers and acquisitions / portfolio management
- Entrepreneurship / management
- Capital markets
- Specific industrial and sector expertise

\* In the opinion of the Supervisory Board, Andreas Krey is an independent member in accordance with sections C.1, C.6 and C.7 of the German Corporate Governance Code

# CV of Supervisory Board candidate – Dr. Frank Stietz\*



Dr. Frank Stietz

<b>Nationality</b>	German
<b>Year of birth</b>	1965
<b>Profession</b>	CEO of Heraeus Group

## Career

2008–2009	Senior Vice President Corp. Research and Technology at ZEISS Group
2010–2015	ZEISS Microscopy
	2010–2011 Managing Director
	2012–2015 Member of the Board
since 2015	Heraeus Group
	2015–2020 President of Global Business Unit Heraeus Electronics
	2020–2025 COO and Member of Board Management Directors
	since 2025 CEO and Chairman of Board Management Directors

## Mandates in Supervisory Boards under applicable law

- none

## Relevant knowledge, skills, and experience

- CEO and Supervisory Board experience in non-listed companies
- financial/business skills
- Operational expertise
- Technology expertise
- Human resources expertise, co-determination and social matters
- Strategy and growth / mergers and acquisitions / portfolio management
- Markets and internationality
- Entrepreneurship / management
- Capital markets
- Specific industrial and sector expertise
- Compliance

\* In the opinion of the Supervisory Board, Dr. Frank Stietz is an independent member in accordance with sections C.1, C.6 and C.7 of the German Corporate Governance Code when elected

# CV of Supervisory Board member for re-election – Thomas Spitzenpfeil\*



Member of the Supervisory Board since 2022  
Elected until the end of the Annual General Meeting 2026

**Nationality** German  
**Year of birth** 1962  
**Profession** CFO and CIO of Zentiva Group, a.s. (until 03/2026); professional Supervisory Board member

## Career

2004–2010	CFO of Zumtobel AG, Dornbirn, Austria
2010–2018	CFO and CIO of Carl Zeiss AG, Oberkochen, Germany
2018–2023	Commercial Managing Director/CFO of Schenck Process Holding GmbH, Darmstadt, Germany
2024–03/2026	CFO and CIO of Zentiva Group, a.s., Prague, CZ
since 2024	Managing Partner TNA Advisors GmbH, Ludwigsburg, GER

## Mandates in Supervisory Boards under applicable law

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

## Other important duties supplementary to the above mandates and Supervisory Board mandate

- none

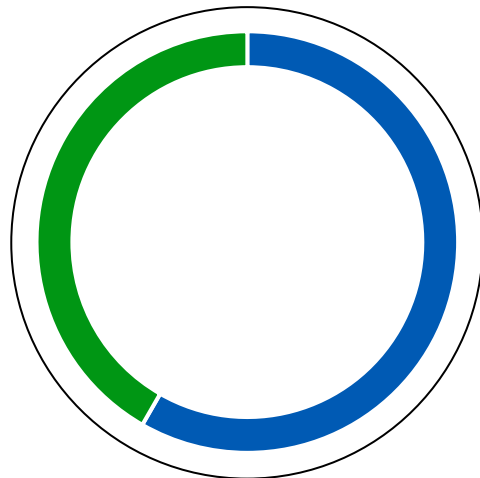
## Relevant knowledge, skills, and experience

- Corporate governance experience
- Supervisory and Executive Board experience in listed companies
- CFO experience in non-listed companies
- Financial/business skills including financial accounting, account balancing, and control (financial expert as set out in Section 100(5) AktG (German Stock Corporation Act))
- Human resources expertise, co-determination and social matters
- Digitization, AI, cybersecurity
- Strategy and growth / mergers and acquisitions / portfolio management
- Entrepreneurship / management
- Capital markets
- Specific industrial and sector expertise
- ESG expertise

\* In the opinion of the Supervisory Board, Thomas Spitzenpfeil is an independent member in accordance with sections C.1, C.6 and C.7 of the German Corporate Governance Code

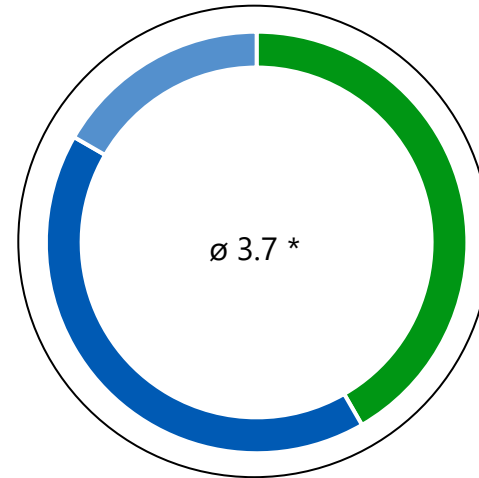
# Proposed Supervisory Board Profile – post AGM 2026

Gender ratio in the Supervisory Board of JENOPTIK AG \*



■ Female 41.7 %  
■ Male 58.3 %

Length of service



■ 0 – 3 years   ■ 4 – 8 years   ■ 9 – 12 years

Average age



1 member 30 – 39 years  
4 members 40 – 49 years  
2 members 50 – 59 years  
5 members ≥ 60 years

\* in accord. with § 96 (2) AktG

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# How the Jenoptik Supervisory Board and its committees operated in 2025

## Supervisory Board

9 meetings  
5 face-to-face  
4 virtual

98 %

### Personnel

5 meetings  
2 face-to-face  
3 virtual

100 %

### Nomination

4 meetings  
1 face-to-face  
3 virtual

100 %

### Audit & ESG

7 meetings  
4 face-to-face  
3 virtual

100 %

### Innovation

3 meetings  
3 face-to-face  
0 virtual

100 %


### Investment

3 meetings  
1 face-to-face  
2 virtual

94 %

### Mediation

0 meetings

 Participation rate of all Supervisory Board members

# Supervisory Board Committees (2026) – New committee structure to enhance Board efficiency

## Supervisory Board

### Personnel

Daniela Mattheus \*      Jakob Habermann \*\*  
Elke Eckstein            Dörthe Knips  
Andreas Gerstenmayer    Franziska Wolf

### Nomination

Elke Eckstein \*  
Andreas Gerstenmayer  
Daniela Mattheus

### Audit & ESG

Thomas Spitzenpfeil \*      Dörthe Knips  
Daniela Mattheus\*\*        Alexander Münkowitz

### Transformation

Elke Eckstein \*            Dörthe Knips  
Andreas Gerstenmayer    Alexander Münkowitz  
Thomas Spitzenpfeil        Franziska Wolf

### Strategy & Investment

Andreas Gerstenmayer \*    Jakob Habermann \*\*  
Prof. Ursula Keller            André Hillner  
Daniela Mattheus              Christina Süßenbach

### Mediation \*\*\*

Daniela Mattheus \*            Jakob Habermann \*\*  
Thomas Spitzenpfeil            Alexander Münkowitz

\* Chairman/ Chairwoman

\*\* Deputy Chairman / Chairwoman

\*\*\* committee required by law under section 27(3) of the Co-determination Act

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# CV of Supervisory Board member – Daniela Mattheus\*



Chairwoman of the Supervisory Board / Member of the Supervisory Board since 2023  
Elected until the end of the Annual General Meeting 2029

**Nationality** German  
**Year of birth** 1972  
**Profession** Professional Supervisory Board member and management consultant

## Career

- 1999–2012 Various functions (since 2006 with power of attorney) at KPMG Germany, Frankfurt am Main / Berlin
- 2012–2019 Corporate Governance Leader EMEIA (since 2016 Equity Partner) in Financial Accounting Advisory Service at EY, Berlin
- 2020 Self-employed attorney of law & independent governance consultant, Berlin
- 2021–2025 Co-Owner & Senior Advisor of European Center for Board Effectiveness GmbH, Frankfurt am Main

## Mandates in Supervisory Boards under applicable law

- CEWE Stiftung & Co. KGaA (member of Supervisory Board, listed)
- Deutsche Bahn AG (member of Supervisory Board, not listed) – until 08/2026
- Commerzbank AG (member of Supervisory Board, listed)

## Other important duties supplementary to the above mandates and Supervisory Board mandate

- Die Autobahn GmbH des Bundes\*\*

## Relevant knowledge, skills, and experience

- Supervisory board experience in listed and non-listed companies
- Corporate governance experience
- Financial/business skills including financial accounting, account balancing, and auditing (financial expert as set out in Section 100(5) AktG (German Stock Corporation Act))
- Human resources expertise, co-determination and social matters
- Digitization, AI, cybersecurity
- Strategy and growth / mergers and acquisitions / portfolio management
- Entrepreneurship / management
- Capital markets
- Specific industry and sector experience
- ESG expertise
- Compliance, internal control systems, risk management

\* In the opinion of the Supervisory Board, Daniela Mattheus is an independent member in accordance with sections C.1, C.6 and C.7 of the German Corporate Governance Code

\*\* not a commercial enterprise within the meaning of Section 125 of the German Stock Corporation Act (AktG), member of Supervisory Board, not listed

# CV of Supervisory Board member – Elke Eckstein\*



Member of the Supervisory Board since 2017  
Elected until the end of the Annual General Meeting 2029

<b>Nationality</b>	German
<b>Year of birth</b>	1964
<b>Profession</b>	Professional Supervisory Board member

## Career

- 2011–2013 OSRAM AG, Munich; Senior Vice President Corporate Supply Chain Management; Quality & Technique, since 2012 also COO Lamps, Munich
- 2013–2018 WEIDMÜLLER GRUPPE, CDO / COO, Detmold
- 2018–2019 Executive Advisor & Senior Consultant, Dresden
- 2019–2023 CEO Enics AG, Zurich, Switzerland

## Mandates in Supervisory Boards under applicable law

- Saferoad SRH Holding AS, Norway (member of comparable supervisory body, not listed)
- KK Wind Solutions A/S, Denmark (member of comparable supervisory body, not listed)
- BE Semiconductor Industries NV, NL (member of comparable supervisory body, listed)
- Viacon Group AB, Sweden (member of comparable supervisory body, not listed)

## Other important duties supplementary to the above mandates and Supervisory Board mandate

- none

## Relevant knowledge, skills, and experience

- Supervisory or Executive Board) experience in listed companies
- Corporate Governance expertise
- Financial and business management expertise
- CEO experience in non-listed companies
- Human resources expertise, co-determination and social matters
- Sales and marketing expertise
- Operational expertise
- Digitization, AI, cybersecurity
- Innovation
- Technology expertise
- Strategy and growth / mergers and acquisitions / portfolio management
- Markets and internationality
- Entrepreneurship / management
- ESG expertise

\* In the opinion of the Supervisory Board, Elke Eckstein is an independent member in accordance with sections C.1, C.6 and C.7 of the German Corporate Governance Code

# CV of Supervisory Board member – Andreas Gerstenmayer\*



Member of the Supervisory Board since 2025  
Elected until the end of the Annual General Meeting 2029

**Nationality** German  
**Year of birth** 1965  
**Profession** Professional Supervisory Board member and entrepreneur

## Career

- 2003 - 2008 Managing Director at Siemens Transportation Systems GmbH Austria and Head of Siemens Drive Technology Business Unit, Graz
- 2009 - 2012 Personal shareholder & partner of FOCUSON Business Consulting GmbH, Graz
- 2010 – 2024 Chairman of the Management Board and temporarily interim CFO of AT&S Austria Technologie & Systemtechnik AG, Leoben
- Since 2024 Independent entrepreneur, shareholder of 4M+ Management GmbH, Wien

## Mandates in Supervisory Boards under applicable law

- ams-OSRAM AG (member of the Supervisory Board, listed)

## Other important duties supplementary to the above mandates and Supervisory Board mandate

- Member of the Board of the Federation of Austrian Industries Styria

## Relevant knowledge, skills, and experience

- CEO experience and Supervisory board experience in listed companies
- Corporate governance experience
- Financial/business skills
- CFO experience in listed companies
- Operational expertise (efficiency and quality management)
- Technology expertise
- Human resources expertise, co-determination and social matters
- Strategy and growth / mergers and acquisitions / portfolio management
- Markets and internationality
- Entrepreneurship / management
- Capital markets
- Specific industrial and branch expertise
- ESG expertise

\* In the opinion of the Supervisory Board, Andreas Gerstenmayer is an independent member in accordance with sections C.1, C.6 and C.7 of the German Corporate Governance Code

# CV of Supervisory Board member – Prof. Dr. Dr. h.c. Ursula Keller\*



Member of the Supervisory Board since 2022  
Elected until the end of the Annual General Meeting 2026

**Nationality** Swiss

**Year of birth** 1959

**Profession** Em. Professor at ETH Zurich, Physics Department (D-PHYS) / Institute of Quantum Electronics (IQE)

## Career

- 2006 Miller visiting professor at the University of California in Berkeley, USA
- 2014–2018 Member of the Research Council of the Swiss National Science Foundation, Mathematics, Natural and Engineering Sciences Division SNSF Research Council, Bern
- 2010–2022 Director of the National Centre of Competence in Research (NCCR) in Molecular Ultrafast Science and Technology (MUST), Zurich
- 2024–2025 Full Professor, ETH Zurich, Department of Information Technology and Electrical Engineering, Zurich

## Relevant knowledge, skills, and experience

- Digitization, AI, cybersecurity
- Innovation
- Technological expertise
- Markets and internationality
- Entrepreneurship / management

## Mandates in Supervisory Boards under applicable law

- none

## Other important duties supplementary to the above mandates and Supervisory Board mandate

- none

\* In the opinion of the Supervisory Board, Prof. Dr. Keller is an independent member in accordance with sections C.1, C.6 and C.7 of the German Corporate Governance Code

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# Supervisory Board & Executive Management in the German „Two-tier Board System“

## Two-tier Board System

The leadership structure of companies in some European countries consists of two tiers

- **Supervisory Board** (Aufsichtsrat) representing both shareholder (Non-Executive Directors) and employee perspective (**co-determination**)
- **Executive Management** (Board of Managing Directors)

Two-tier system

One-tier system

**Executive Level**

Executive Management

**Control Level**

Supervisory Board

Board (Chair & CEO)

## Supervisory Board

- Appoints the Executive Management and ensures its effective composition
- Supervises and advises the Executive Board and holds joint discussion of the strategy
- Develops the remuneration system of the Executive Board (to be approved by the AGM)



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## Executive Management

- Is responsible for managing the company
- Is responsible for the development and execution of the company's strategy
- Is responsible for the operating business and takes all related decisions

## The Executive Board (as of February 15<sup>th</sup>)



**Dr. Prisca Havranek-Kosicek** has been **Chief Financial Officer (CFO)** of JENOPTIK AG since April 1, 2023. She is responsible for the SBU Metrology & Production Solutions as well as Finance, Tax, Insurance, Treasury, Sustainability, Corporate Real Estate, Investor Relations, Internal Audit, IT incl. Information Security, Mergers & Acquisitions (M&A), Marketing & Communication, Legal, Compliance & Risk incl. Data Protection and Trade Compliance.



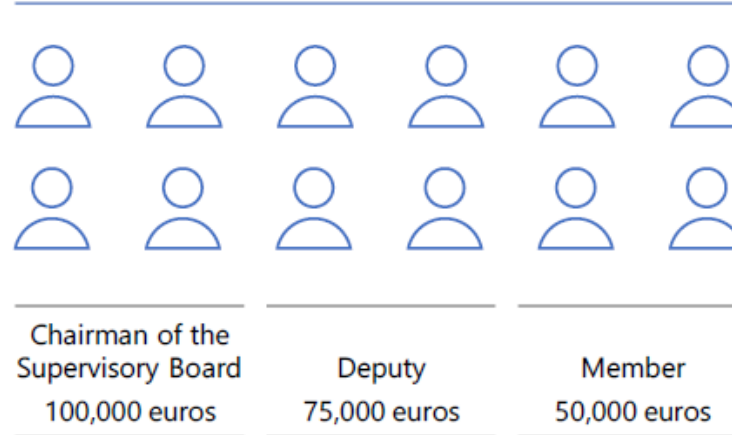
**Dr. Ralf Kuschnerit** has been a **member of the Executive Board** of JENOPTIK AG since January 1, 2023 and is responsible for the SBUs Semiconductor & Advanced Manufacturing, Biophotonics, Smart Mobility Solutions, Prodomax; the regions North America and Asia; Human Resources Director (HR) and the areas Business System & Operational Excellence, Corporate Innovation & Digital Transformation, Purchasing, Quality, Environmental, Health and Occupational Safety as well as Intellectual Property (IP). More

# Current Executive Board Compensation Structure

Relative share of total target remuneration	Remuneration components	Description
~ 38 % – 43 %	Basic remuneration	<ul style="list-style-type: none"> <li>– Scheme type: Target bonus model</li> <li>– Limit: max. 200 % of target amount</li> <li>– Performance criteria: <ul style="list-style-type: none"> <li>▪ 40 % revenue growth</li> <li>▪ 40 % EBITDA margin</li> <li>▪ 20 % cash conversion rate</li> <li>▪ Multiplier (0.8 to 1.2) to assess individual and collective performance of the Executive Board and ESG targets</li> </ul> </li> </ul>
~ 2 %	Fringe benefits	
~ 9 % – 12 %	Company pension plan	
~ 17 % – 23 %	One-year variable remuneration	<ul style="list-style-type: none"> <li>– Scheme type: Virtual performance share plan</li> <li>– Performance period: Four years</li> <li>– Limit: <ul style="list-style-type: none"> <li>▪ Target attainment: max. 150 % per target</li> <li>▪ Payout: max. 200 % of target amount</li> </ul> </li> <li>– Performance criteria: <ul style="list-style-type: none"> <li>▪ 30 % return on capital employed (ROCE)</li> <li>▪ 25 % relative total shareholder return (TSR) compared to TecDax</li> <li>▪ 25 % relative total shareholder return (TSR) compared to individual peer group</li> <li>▪ 20 % ESG targets</li> </ul> </li> </ul>
25 % – 30 %	Multi-year variable remuneration	<ul style="list-style-type: none"> <li>– Opportunity to reduce bonus via the multiplier in the sense of a malus</li> <li>– Right of the company to request repayment of the multi-year variable remuneration (clawback)</li> </ul>
	Malus & clawback	
	Maximum remuneration pursuant to § 87a(1) S, 2 AktG	<ul style="list-style-type: none"> <li>– Chairman of the Executive Board: 2,550,000 euros p. a.</li> <li>– Ordinary member of the Executive Board : 1,800,000 euros p. a.</li> </ul>
	Share ownership	<ul style="list-style-type: none"> <li>– Obligation to hold shares: 100 % fixed gross annual remuneration</li> </ul>

# Current Supervisory Board Compensation Structure

## Basic remuneration for the Supervisory Board



## Additional remuneration for committee work

in euros	Audit and ESG Committee	Personnel Committee	Investment Committee	Innovation Committee	Nominations Committee
Chairman	20,000	10,000	10,000	10,000	10,000
Deputy	15,000				
Member	10,000	5,000	5,000	5,000	5,000

# Continued focus on sustainability: ambitious targets set for 2030

Selected theme	KPI	2024	Target 2025	Target 2030
Environment	Share of green electricity	95.8 %	>90 %	100 %
	CO <sub>2</sub> reduction	55.8 %	>55 %	70 %
Social	Diversity rate	31.6 %	33 %	33 %
	Engagement score	76 %	Better than global benchmark	Better than global benchmark
	Apprentice Rate	3.8 %	>4 %	>4.5 %
Governance/ others	CSR rate	60.9 %	50 %	New KPI to be developed

**Jenoptik's sustainability ratings**



**MSCI**  
ESG RATINGS **AA**

CCC B BB BBB A **AA** AAA

9/2024 AA Rating – Top 17 percent ranked in global Electronics Components Sector



**ecovadis**  
Sustainability Rating  
JAN 2024

**SUSTAINALYTICS**  
5/2023 "neglectable risk company"

Reach net zero (Scope 1+2) by 2035 at the latest

# Next dates and contact



29.04.2026  
12.05.2026  
13.05.2026  
19.05.2026  
21.05.2026  
09.06.2026

Roadshow Paris  
Q1/2026  
UBS Conference, London  
Berenberg Conference, New York  
Bernstein Conference, Nice  
Annual General Meeting



**Andreas Theisen**  
Head of Investor Relations  
JENOPTIK AG

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