

Chapter 1

Management



Interview with the Executive Board

Jenoptik successfully concluded the fiscal year 2024 with record figures for revenue and earnings. Group revenue was almost 5 percent up year-on-year, with all three divisions contributing to this. At 19.9 percent, the EBITDA margin reached the upper end of the forecast range. We have set up the company more efficiently, and Jenoptik's balance sheet and financial position is very strong. As a result, the company is looking to the future with confidence, even if the environment in its key markets is very challenging in the short term in 2025. Accordingly, the original targets for revenue and an EBITDA margin of around 1.2 billion euros and 21 to 22 percent respectively were postponed to 2026. Details of these issues are explained by Jenoptik Executive Board members Dr. Stefan Traeger, Dr. Prisca Havranek-Kosicek, and Dr. Ralf Kuschnerleit in this interview.

Dr. Traeger, first of all, congratulations on the excellent revenue and earnings figures. How has Jenoptik developed over the past year from your perspective?

Stefan Traeger: From a financial perspective, 2024 was another very good year for us, even in a challenging environment. With group revenue of around 1.12 billion euros, we exceeded the prior year's figure by 4.7 percent as guided. At 19.9 percent, the EBITDA margin even reached the upper end of the forecast range. We have also continued to develop in terms of our organization. In the course of the fiscal year 2024, we began to verticalize our businesses, that is to say, we largely dissolved our matrix organization, creating a leaner organizational structure. In doing so, we want to further sharpen the focus on our respective core markets by further increasing customer focus and facilitating clearer responsibilities and shorter decision-making processes. In short, Jenoptik should operate more simply and efficiently.

Why is the stock market currently not rewarding your good financial development?

Stefan Traeger: Well, typically, the stock market reflects the past less than the future. Accordingly, the capital market seems to be giving much greater weight to the delayed recovery in the semiconductor equipment industry and the general economic and political uncertainties, such as the tariffs debate. Irrespective of these short-term uncertainties, we are certain that Jenoptik is on the right track with its focus on the growth areas of semiconductor technology, medical technology, metrology, and smart mobility.

Dr. Havranek-Kosicek, let's begin by talking briefly about the fiscal year 2024 and taking a closer look at the key figures.

Prisca Havranek-Kosicek: First of all, we achieved our goals in 2024. I would also like to emphasize the strong improvement in our earnings per share of 27.6 percent to 1.62 euros. As Chief Financial Officer, the quality of our balance sheet and cash flow are of particular importance to me. Despite continued high capital expenditure, our free cash flow is at a good level of around 103 million euros. We were able to further reduce the ratio of net debt to EBITDA – leverage, in other words – from 2.0x to 1.8x, and our equity ratio is also very solid at 55.6 percent. Jenoptik is therefore a very healthy company.

Dr. Kuschnerreit, you are the Executive Board member responsible for the largest division, Advanced Photonic Solutions. How do you assess its developments?

Ralf Kuschnerreit: In recent years, through innovations and acquisitions, we have successfully developed Jenoptik into a company whose products are indispensable to our customers. Our growth areas of semiconductor technology, medical technology, metrology and smart mobility promise high growth potential for the mid term. Following the profitable growth spurt of prior years, short-term market uncertainties and the reduction of inventories in the value chains do not alter our conviction that our key customers, and therefore we as a supplier and partner to our customers, will benefit greatly from the megatrends of digitization, AI, electromobility, and robotics. We also see significant growth potential in the other Jenoptik target markets in the medium and long term.

This brings me to the expansion in Dresden. Do you believe the decision to invest a large sum here was definitely the right thing to do?

Ralf Kuschnerreit: Absolutely, we need the capacity created for the expected increase in demand. Our Dresden project is an important foundation for realizing the growth potential in this area. As announced, production began in early 2025. Our plant is state-of-the-art and efficient, supplying our micro-optics and sensors to customers all over the world.

“We are convinced that Jenoptik is on the right track with its focus on selected growth areas.”

Dr. Stefan Traeger

“We have positioned Jenoptik to benefit from megatrends that will influence our future.”

Dr. Ralf Kuschnerreit

The pressure from customers to keep coming up with new, innovative technologies remains high, doesn't it?

Stefan Traeger: We wouldn't have been so successful for so many years if we hadn't learned to deal well with pressure. So when it comes to innovation, I would prefer to talk about motivation and drive on our part. Almost 15 percent of our group employees work in research and development. Including new products developed in cooperation with our customers, our R+D output amounted to 9.5 percent of group revenue in 2024. We are very proud of our capacity for innovation, and it is being recognized. With regard to our portfolio, our top priority remains the positioning of Jenoptik as a global leader in the photonics markets, and our portfolio will continue to reflect this in the medium term.

You have already indicated that 2025 will not be an easy year, a year of transition. What exactly do you expect?

Prisca Havranek-Kosicek: Due to the news from some of our key end markets we already expected a more difficult market environment in the second half of 2024; this is also reflected in our order intake, which is below that of the prior year. The first half of 2025, in particular, is likely to be more sluggish due to the expected delay in the recovery in the semiconductor equipment industry and the negative impact from the automotive industry. However, we see good opportunities for a market recovery from the middle of the year onwards. So in the fiscal year 2025, we expect group revenue to be at around the same level as in 2024 with a bandwidth of +/- 5 percent, and an EBITDA between 18.0 and 21.0 percent. Following the completion of our major project in Dresden, our capital expenditure will drop noticeably in the current fiscal year. We will then expect free cash flow to increase significantly.

... and after that, from 2026, things will pick up again?

Prisca Havranek-Kosicek: If our expectation of a recovery in the second half of 2025 proves to be true, we firmly believe that this will be the case. In 2026, our aim is to achieve the targets of around 1.2 billion euros in revenue and an EBITDA margin of 21 to 22 percent that were originally set for 2025. The basis for this is solid organic growth, particularly in our semiconductor equipment business.

What can your shareholders expect from you this year?

Stefan Traeger: As already mentioned, our core photonics business has significant profitable growth potential, and we will continue to focus our portfolio on this. We are in an excellent financial position and our free cash flow is set to increase significantly in 2025. Our aim is to continue delivering what we promise, and I am convinced that these positive factors will be reflected in our share price. In addition, we will continue to give our shareholders an appropriate share in the company's success in the future; our dividend for 2024 is to be increased to 0.38 euros per share.

Mr. Traeger, Ms. Havranek-Kosicek, Mr. Kuschnerreit, good luck for 2025 and thank you very much for talking to us!

"In 2025, our capital expenditure will reduce significantly."

Dr. Prisca Havranek-Kosicek

Supervisory Board Report

Dear shareholders,

The year 2024 was marked by ongoing geopolitical tensions, particularly the war in Ukraine and the Middle East conflict, with corresponding effects on the global economy. The uncertain political situation in Germany, triggered by the end of the governing coalition in November 2024, has not improved the industrial sector's operating conditions. In this challenging economic environment, Jenoptik once again demonstrated its resilience and ability to grow, achieving revenue growth of 4.7 percent and an EBITDA margin of 19.9 percent, driven by a strong order backlog and robust positioning in its core markets semiconductor & electronics, life science & medical technology and smart mobility. By focusing on our leading technological expertise in high-growth future markets and strengthening our capacity for innovation, Jenoptik is well-positioned to continue succeeding in a difficult market environment and to play an active role in shaping the future.

Cooperation on the Executive and Supervisory Boards

In the past fiscal year, the Supervisory Board diligently performed the duties imposed on it by law, by the Articles of Association, and by the Rules of Procedure, regularly provided advice to the Executive Board on the management of the company, and continuously monitored its work. The Executive Board directly involved the Supervisory Board in all decisions of fundamental importance to Jenoptik and informed it regularly, in good time and in full, both verbally and in writing, about the course of business and the economic situation, the risk position, risk management, sustainability issues, and issues relating to compliance, strategy, and corporate planning. In the event that actual business development deviated from the established plans and targets, the Executive Board notified the Supervisory Board, explaining the reasons in detail. The members of the Supervisory Board intensively discussed the reports submitted by the Executive Board and reviewed them for plausibility at committee and Supervisory Board meetings. The Executive Board fully complied with the professional duties set out in § 90 of the Stock Corporation Act (AktG) and the German Corporate Governance Code ("Code"). The Supervisory Board approved business transactions requiring approval following due examination and discussion. Prior to several Supervisory Board meetings, the shareholder and employee representatives each held separate preparatory meetings.

Attendance at Meetings of the Supervisory Board and its Committees

Over the course of the fiscal year 2024, the Supervisory Board met for five ordinary meetings and two extraordinary meetings. All meetings were held in person, with individual members joining virtually via video in several meetings when they were unable to be physically present. Resolutions were also passed in writing on three occasions. Over the past fiscal year, the Supervisory Board saw a consistently high attendance rate that averaged 97.6 percent. All members of the Supervisory Board attended at least half of the meetings.

There were also five meetings of the Audit Committee, six meetings of the Personnel Committee, five meetings of the Investment Committee, two meetings of the newly established Innovation Committee, and one meeting of the Nomination Committee. At some of the committee meetings that were held in person, individual members were also able to attend virtually. Attendance at committee meetings was 100 percent, except for the Personnel Committee, which recorded an attendance rate of 94.4 percent. Detailed information on individual attendance at meetings can be found in the following tabular summary T01.

T01 Attendance at meetings by the individual members of the Supervisory Board

	Matthias Wierlacher	Jakob Habermann	Evert Dudok	Elke Eckstein	André Hillner	Prof. Dr. Ursula Keller	Dörthe Knips
Supervisory Board 7 meetings (all in person)	●●●● ●●●	●●●● ●●●	●●●● ●●○	●●●● ●●●	●●●● ●●●	●●●● ●●●	●●●● ●●●
Audit Committee 5 meetings (of which 3 in person)	-	-	-	-	-	-	●●●● ●
Personnel Committee 6 meetings (of which 3 in person)	●●●● ●●	●●●● ●●	●●●● ●●	●●●● ●●	-	-	●●●● ●●
Investment Committee 5 meetings (of which 1 in person)	●●●● ●	●●●● ●	-	●●*	●●●● ●	●●●● ●	-
Innovation Committee (since 25/03/2024) 2 meetings (none in person)			●●	●●	●●	●●	
Nomination Committee 1 meeting (in person)	●	-	●	●	-	-	-
Attendance (individual) in percent	100 %	100 %	94 %	100 %	100 %	100 %	100 %

	Daniela Mattheus	Alexander Münkwitz	Thomas Spitzenpfeil	Christina Süßenbach	Franziska Wolf	Total attendance of all members in percent
Supervisory Board 7 meetings (all in person)	●●●● ●●●	●●●● ●●●	●●●● ●●●	●●●● ●●●	●●●● ●●○	98 %
Audit Committee 5 meetings (of which 3 in person)	●●●● ●	●●●● ●	●●●● ●	-	-	100 %
Personnel Committee 6 meetings (of which 3 in person)	-	-	-	-	●●●● ○○	94 %
Investment Committee 5 meetings (of which 1 in person)	-	-	●●●**	●●●● ●	-	100 %
Innovation Committee (since 25/03/2024) 2 meetings (none in person)		●●		●●		100 %
Nomination Committee 1 meeting (in person)	-	-	-	-	-	100 %
Attendance (individual) in percent	100 %	100 %	100 %	100 %	77 %	

● Attendance
○ No attendance
* Member until 03/25/2024
** Member since 26/03/2024

The members of the Executive Board attended all meetings of the Supervisory Board and most committee meetings. In line with recommendations D.6 and D.10 of the Code, the Supervisory Board, and in particular the Audit and Personnel Committees, regularly discussed certain agenda items without the presence of the Executive Board – for example, in relation to the renewal of Dr. Stefan Traeger’s appointment or specific aspects of the audit.

The Executive Board and the Supervisory Board consistently worked together in a trust-based and open atmosphere. The Chairman of the Supervisory Board and the Chairs of the committees also maintained regular contact with the Executive Board in between the meetings of the Supervisory Board and the committees. The Chairman of the Supervisory Board consulted with the Executive Board on current business performance, in particular, but also on planning, the risk situation, risk management, and compliance matters within the company. In addition, the Executive Board promptly informed him, either verbally or in writing, about important issues of key relevance to assessing the situation, development, and management of Jenoptik. The Chairman then immediately informed the Supervisory Board of these matters, or at the next meeting at the latest.

Key Topics Discussed by the Supervisory Board

At all its regular meetings, the Supervisory Board dealt with the Executive Board's detailed reports on the course of business, in particular the Group's current revenue and earnings development and its financial and asset position. This included a comprehensive examination and discussion of the quarterly statements and the Half-Year Report. Recurring topics at several meetings included information on the status of the construction of the new high-tech factory for micro-optics and sensors in Dresden, and explanations and discussions on acquisition and divestment projects.

In two written **circular resolutions in February 2024**, the members of the Supervisory Board adopted their report for the 2024 Annual General Meeting and, together with the Executive Board, the Remuneration Report for the fiscal year 2023. They also approved the Corporate Governance Statement, including the qualification matrix it contains. In addition, the résumés of Supervisory Board members were compared with the competency profile adopted by the Supervisory Board and updated on the Jenoptik website.

At its **balance sheet meeting on March 25, 2024**, the Supervisory Board discussed the audit of JENOPTIK AG's Annual Financial Statements, the Consolidated Financial Statements, the Combined Management Report, the Combined Non-Financial Report, the Remuneration Report, and the appropriation of accumulated profits at length in the presence of the auditor. After extensive discussion, the Supervisory Board approved the Annual Financial Statements of JENOPTIK AG and the Consolidated Financial Statements for the fiscal year 2023. The Annual Financial Statements were thus adopted. The members of the Supervisory Board also resolved to approve the Executive Board's proposal for the appropriation of profits, with a dividend payment of 0.35 euros per dividend-bearing share. Other matters discussed at the meeting were the settlement of the target agreements for Executive Board members in the fiscal year 2023, including determination of the multiplier for one-year variable remuneration, and the conclusion of new target agreements for the Executive Board members for 2024. The Supervisory Board adopted the agenda for the Annual General Meeting on June 18, 2024, which included the proposal to elect Ms. Daniela Mattheus to the Supervisory Board. Based on the findings of the external evaluation conducted in the fiscal year 2023 and the identified areas for improvement, the Supervisory Board decided to establish a new Innovation Committee consisting of six members. This committee will focus primarily on digitization and innovation. The Executive Board also presented various measures of the "Operational Excellence" program to the Supervisory Board, particularly highlighting how the Jenoptik Business System can support these efforts.

In an extraordinary **meeting on May 6, 2024**, the Supervisory Board discussed, in addition to current business performance and the quarterly statement for the first quarter, several group projects, including the new organizational structure planned for 2025 and the integration status of companies acquired in recent years. Prof. Ursula Keller was elected Chairwoman of the newly established Innovation Committee.

The **meeting on June 17, 2024**, focused not only on recurring topics but also on matters relating to the Annual General Meeting scheduled for the following day. The Supervisory Board again received a detailed update on the project to introduce a new organizational structure in 2025. The newly formed Corporate Innovation Partner central division was also introduced to the Supervisory Board. The Supervisory Board also addressed succession planning within the Executive Board, as well as the extension of Dr. Stefan Traeger's employment contract and reappointment, following extensive preparations by the Personnel Committee. This was also the sole topic of the extraordinary **meeting on July 5, 2024**, during which Dr. Stefan Traeger presented his agenda for the coming years. As a result of these extensive preliminary discussions, Dr. Stefan Traeger's reappointment as Chairman of the Executive Board and HR Director, effective July 1, 2025 until June 30, 2028, was approved in **August 2024** via a written circular resolution.

At the **meeting on September 3, 2024**, which was held at the HOMMEL ETAMIC site in Villingen-Schwenningen, the Executive Board, following a tour of the manufacturing areas, reported on the current business and financial performance of the Group following the end of the second quarter, as well as on the planning assumptions for the fiscal year 2025. In addition to recurring topics, the meeting covered the status of the project to introduce a new organizational structure in 2025, a cost-efficiency initiative for the Jenoptik Group, and the Group's Risk and Opportunity Report as of June 30, 2024.

During the two-day **strategy meeting on November 20-21, 2024**, the Supervisory Board, along with the Executive Board and additional members of the Executive Management Committee, discussed in-depth the implementation of the group strategy at the level of the four future strategic business units: Semiconductor & Advanced Manufacturing, Biophotonics, Metrology & Production Solutions, and Smart Mobility Solutions. Over the two days, the Supervisory Board also received an overview of the strategy regarding innovation within the Jenoptik Group, operational excellence in management systems, structures, and processes, HR work, and financial and non-financial KPIs.

At its last **meeting** of the year on **December 11, 2024**, the Supervisory Board dealt in detail with the business performance of the Group following the end of the third quarter, including the sustainability indicators. The Supervisory Board received an update on the medium-term planning, approved the corporate planning for the fiscal year 2025, and discussed sustainability management, particularly the sustainability strategy and the updated double materiality analysis. After reviewing a corporate governance checklist, the declaration of conformity for the fiscal year 2024 pursuant to § 161 (1) AktG was approved together with the Executive Board. The Supervisory Board updated its resolution on the independence of shareholder representatives, set the qualitative ESG indicators for the variable remuneration of Executive Board members for the next remuneration period, and approved a new allocation of areas of responsibility for the Executive Board, effective from the fiscal year 2025. Given the increasing importance of ESG topics and the existing expertise on these matters, particularly within the Audit Committee, the Supervisory Board decided that the Audit Committee would, in the future, also prepare discussions on additional non-accounting-related ESG topics for the Supervisory Board. To this end, the Supervisory Board's Rules of Procedure were revised, and the committee was renamed the "Audit and ESG Committee." In addition, the Supervisory Board updated its requirements and skills profile and reviewed the effectiveness of itself as a whole and its committees, which recommendations from the 2023 external evaluation were implemented, and where further areas for improvement exist.

Work in the Committees

The Supervisory Board has established six committees to perform its tasks with greater efficiency. To the extent permissible by law and under the Supervisory Board's Rules of Procedure or decided on a one-off basis, these committees make decisions in place of the Supervisory Board and prepare topics that are then addressed by the Supervisory Board. The chairmen on the committees provide in-depth information on the content and outcomes of each committee meeting at the following meeting of the Supervisory Board. With the exception of the Audit Committee and the newly formed Innovation Committee, all committees are chaired by the Chairman of the Supervisory Board. Information on the individual members of each committee can be found in the Corporate Governance Statement, on page 156.

The **Audit Committee**, chaired by Mr. Thomas Spitzenfeil, held five meetings during the reporting period, three of which were in person. The Chairman of the Executive Board, the Chief Financial Officer, the Head of Financial Planning & Analysis, and the Head of Financial Services & Tax attended the meetings. In addition, the heads of relevant departments provided reports to the committee on specific topics. Representatives of the auditor also attended the February, March, and November meetings. The Committee placed particular focus on the quarterly statements, the Half-Year Report, and the Annual and Consolidated Financial Statements. It also reviewed the effectiveness, appropriateness, and ongoing development of the risk management system, the internal control system, and the compliance management system, as well as various sustainability topics and current issues related to internal auditing, compliance, and legal matters. Throughout the fiscal year, the committee closely monitored the initial process for preparing the Sustainability Statement in accordance with HGB and the CSRD requirements to be expected, including the supplementary non-financial HGB (German Commercial Code) reporting sections and the tender process for the rotation of the auditor mandate. The Chairman of the Audit Committee also maintained regular contact with the auditor and the auditor of the Sustainability Statement outside the meetings and subsequently reported to the committee on this. The committee also regularly discusses specific topics without the Executive Board.

During a **conference call on February 6, 2024**, prior to publication of the preliminary figures, the Audit Committee discussed the preliminary financial results for the fiscal year 2023 and the current progress of the preparation of the Annual and Consolidated Financial Statements with the Executive Board and two representatives of the auditor. The committee also received a detailed overview of the Jenoptik Cybersecurity Center's structures and various measures and projects to ensure cybersecurity at Jenoptik.

The balance sheet **meeting on March 4, 2024**, focused on the audit of the Combined Management Report, JENOPTIK AG's Annual Financial Statements and Consolidated Financial Statements, including the application of ESEF regulations, the formally audited Remuneration Report, and the Executive Board's proposal for the appropriation of profits. Two auditor representatives also attended this meeting. The Combined Non-Financial Report and the results of the limited assurance audit were discussed with representatives from auditing firm PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft ("PwC"). The committee considered the quality of the audit carried out by EY GmbH & Co KG Wirtschaftsprüfungsgesellschaft, Stuttgart ("EY"), and rated it as convincing. The Head of Compliance & Risk Management then presented the current Group Risk and Opportunity Report. Other topics discussed in the meeting included updates on the expansion of ESG reporting and the status of the audit mandate tender process from the fiscal year 2026 on. The committee recommended that the Supervisory Board propose EY as the auditor for the fiscal year 2024 and PwC as the auditor for the Sustainability Statement to the Annual General Meeting. EY confirmed that there are no circumstances that would compromise its independence as auditor.

At the **meeting on May 7, 2024**, the Audit Committee conducted a detailed review of the quarterly statement for the first quarter and a project aimed at increasing cost efficiency across the Group. The committee was also briefed on the audit planning, completed audits, and follow-ups conducted by Internal Audit, the effectiveness and appropriateness of the internal control system, and the inclusion of sustainability targets in the audit program. The Head of Investor Relations & Sustainability provided an update on the status of non-financial KPIs for the first quarter and the progress of CSRD reporting implementation. The Head of Compliance & Risk Management then gave an overview of the first-time reporting under the German Supply Chain Due Diligence Act (LkSG) and outlined the plan to certify Jenoptik's compliance management system pursuant to ISO 37301. Finally, the committee approved the project plan for conducting the audit mandate rotation tender and established various selection criteria for the tender process.

In addition to the Half-Year Financial Statements, the topics of **discussion on August 8, 2024** included the determination of the main points of the audit and the review of EY's fee agreement for the upcoming audit. The committee also addressed the issue of monitoring the independence of the auditor. To this end, it reviewed the services provided in the past year in addition to the audit and updated its approved catalog of permissible non-audit services. The Audit Committee subsequently engaged EY, in accordance with the resolution of the Annual General Meeting on June 18, 2024, to conduct the audit of the Annual and Consolidated Financial Statements for the fiscal year 2024 and the formal audit of the Remuneration Report. PwC was appointed to audit the Sustainability Statement in accordance with CSRD requirements or, should the corresponding CSRD implementation law not be passed by the legislator in time, the Non-Financial Report under the German Commercial Code (HGB). The committee was informed about the current Group Risk and Opportunity Report and various data protection matters. The Head of Treasury reported on current financing topics, the conducted EMIR audit, and current interest rate developments. The Head of Financial Services & Tax presented the process for ensuring tax compliance at Jenoptik.

At its final **meeting** of the year **on November 11, 2024**, the Committee reviewed the financial results for the third quarter, the current financial forecast as of December 31, 2024, as well as the key performance indicators and the new reporting structure, which will be aligned with the Group's new organizational structure from the first quarter of 2025. Representatives from EY presented their audit strategy and planning for the upcoming audit, and representatives of PwC the audit strategy and planning of the upcoming audit of the Sustainability Statement, including non-financial elements. EY's audit plan covered the defined main points of the audit, the scope of the audit at the individual group companies, and the preliminary key audit matters. Internal Audit presented a report on audits conducted in the second half of the year, highlighting key findings, along with a draft audit plan for the following year. The Head of Investor Relations & Sustainability provided an update on the expansion of ESG reporting and the status of the Sustainability Statement, which already implements CSRD requirements for the past fiscal year 2024. The meeting concluded with a review of current compliance topics, including the training program planned for 2025 and the roadmap for ISO certification of the Jenoptik Compliance Management System.

The **Personnel Committee** met six times during the past fiscal year, including three in-person meetings. Its meetings focused on the settlement of the Executive Board's target agreements for 2023, including determination of the multiplier for the one-year variable remuneration, and the agreement of new targets for the fiscal year 2024. Later in the year, in three meetings, the Personnel Committee prepared the Supervisory Board's decision regarding the renewal of the appointment of the Chairman of the Executive Board, Dr. Stefan Traeger, and the conclusion of a new employment contract. At the last meeting of the year, the Supervisory Board's resolution on the qualitative ESG indicators for the variable remuneration of the Executive Board in 2025 were prepared.

The **Investment Committee** met five times in the past fiscal year, including one in-person meeting, and focused on acquisition and divestment projects, a project to structure the new strategic business unit Metrology & Production Solutions, and regular updates on the progress of the new high-tech factory in Dresden. The cleanroom facility was constructed according to the original schedule. The relocation process began on schedule at the end of 2024, with production set to commence in March 2025.

The [Innovation Committee](#), established on March 25, 2024, met twice in the past fiscal year. At its inaugural meeting, the committee focused on defining its responsibilities. At its second meeting, the Executive Board member responsible for innovation, Dr. Ralf Kuschnerit, together with the Head of the Corporate Innovation Partner department, provided an overview of innovation management at Jenoptik and presented the Group's innovation strategy and objectives. Both meetings were held virtually.

The [Nomination Committee](#) met once, with all members attending in person. Taking into account the updated skills and requirements profile, the committee reviewed the current composition of the Supervisory Board and the search for potential candidates in order to present recommendations for candidates to the Supervisory Board for the upcoming election of three shareholder representatives at the Annual General Meeting in June 2025.

The [Mediation Committee](#) established on the basis of § 27(3) of the German Codetermination Act (MitbestG) did not meet in the year covered by the report as there was no reason for it to do so.

Corporate Governance

Over the past fiscal year, the Supervisory Board also engaged with corporate governance issues, and in December, following examination of a corporate governance checklist and, together with the Executive Board, adopted the Declaration of Conformity according to § 161(1) AktG. It is part of the Corporate Governance Statement. This and prior declarations extending back to 2005 are permanently available to shareholders on the Jenoptik website. At the same meeting, the Supervisory Board updated its Rules of Procedure, which were subsequently published on the company's website.

Following the most recent self-assessment carried out with the assistance of an external expert in 2023, the Supervisory Board carried out an internal self-assessment in the past fiscal year. Based on recommendations from the external evaluation, the Innovation Committee was established in March 2024. In addition, the Supervisory Board adopted an onboarding process for new Supervisory Board members. The internal self-assessment conducted in December 2024 also gave a positive picture of the work of the Supervisory Board and its committees. No efficiency shortcomings were identified. The next external evaluation is scheduled to take place in 2026.

Based on the recommendations of the Code, members of the Executive Board may only exercise external supervisory board mandates with the approval of the Supervisory Board. In the past fiscal year, Executive Board members did not take on any new mandates. **No reportable conflicts of interest** arose within the Executive Board or the Supervisory Board that would have to be disclosed to the Annual General Meeting in this report. Furthermore, neither Executive Board nor Supervisory Board members engaged in any transactions that would have required approval or disclosure under §§ 111a et seq. AktG as so-called related party transactions. More information on business transactions by the Executive Board or Supervisory Board with related parties can be found in chapter 8.5 of the Notes.

Members of the Supervisory Board are themselves responsible for undergoing the training and professional development measures necessary for their tasks. The company offers selected internal or external topic-specific information events for targeted professional development if required. Some members of the Supervisory Board took part in the Jenoptik Innovation Days 2024. All members are regularly informed about new regulatory requirements or other legal developments affecting them. New members also are supported by the company during their onboarding. The Supervisory Board has adopted a dedicated process for this, which also includes the opportunity to meet not only the Executive Board members but also other senior managers responsible for key areas within Jenoptik as part of the onboarding process.

Detailed information on corporate governance at Jenoptik can be found in the Corporate Governance Statement.

Annual Financial Statements and Consolidated Financial Statements

In line with the resolution of the Annual General Meeting on June 18, 2024, EY was appointed to audit the Combined Management Report, the Annual Financial Statements of JENOPTIK AG, the Consolidated Financial Statements, and to carry out a formal audit of the Remuneration Report. EY has been the JENOPTIK AG and Group auditor since the fiscal year 2016. The lead audit partner is currently Martin von Michaelis. EY audited the Annual Financial Statements, prepared by the Executive Board in accordance with HGB regulations, as well as the Combined Management Report and the Consolidated Financial Statements, and issued its unqualified approval for each. The Consolidated Financial Statements were prepared pursuant to § 315e HGB, based on the IFRS Accounting Standards as applicable in the EU, along with the additional commercial law requirements under § 315e (1) HGB. The Remuneration Report was subjected to a formal audit by EY pursuant to § 162 (3) AktG and issued with unqualified approval. The audit of the Sustainability Statement in accordance with the non-financial requirements of the HGB and the requirements of the CSRD, including additional non-financial reporting elements under HGB to obtain limited assurance, was conducted by PwC and also received unqualified approval.

Within the scope of its audit duties, EY also checked whether the Executive Board had adopted suitable measures to ensure that developments that may endanger the continued existence of the company are identified in good time. The EY audit was conducted pursuant to § 317 HGB and the EU Audit Regulation, giving consideration to the generally accepted German audit principles defined by the Institute of Public Auditors in Germany (Institut der Wirtschaftsprüfer [IDW]).

On completion, the audit reports, the Annual Financial Statements, the Consolidated Financial Statements, the Executive Board's proposal for the appropriation of profits, and the Combined Management Report, including the Sustainability Statement, were sent to all members without delay and, together with the documents submitted by the Executive Board, discussed in great detail by the Audit and ESG Committee and the Supervisory Board at their March meetings. Both also dealt with the key audit matters. In the presence of the Executive Board, representatives from EY and PwC reported personally on the scope, main focus, and key findings of their audit at the meetings, and were also available to respond to any further queries. The Supervisory Board is convinced that the Executive Board's participation in discussions with EY within the Supervisory Board and the Audit and ESG Committee regarding the Annual and Consolidated Financial Statements enhances the substantive exchange. The Supervisory Board therefore supports the Executive Board's continued participation in these discussions. If a Supervisory Board member wishes to have a discussion with the auditor without the participation of the Executive Board, the Chairman of the Supervisory Board or the Committee will agree to this.

EY also provided information on services rendered in addition to the audit services. Detailed information can be found in the Notes in chapter 10.3. According to EY, there were no circumstances that gave rise to a concern of partiality. No major weaknesses in the risk management system or the internal control system were reported. The Chairman of the Audit Committee also reported in detail to the Supervisory Board on the Audit Committee's review of the Annual and Consolidated Financial Statements.

Following the final outcomes of the preliminary audit by the Audit and ESG Committee and its own review and discussion, the Supervisory Board raised no objections to the outcomes of the audit at its meeting on March 24, 2025 and approved the Annual and Consolidated Financial Statements prepared by the Executive Board. The Annual Financial Statements for 2024 are thus adopted pursuant to § 172 (1) AktG. The Supervisory Board discussed in detail the Executive Board's resolution on the appropriation of profits, which provides for an 8.6-percent increased dividend payment of 0.38 euros per dividend-bearing share, and approved it following its own review.

Changes to the Supervisory Board and the Executive Board

There was one change on the Supervisory Board in the past fiscal year. After Mr. Stefan Schaumburg stepped down, effective December 31, 2023, upon entering retirement, Mr. Jakob Habermann, who had been elected as a substitute candidate, joined the Supervisory Board as of January 1, 2024. He was elected Deputy Chairman of the Supervisory Board, effective from the same date. Ms. Daniela Mattheus, who had been appointed by court order as a temporary replacement on November 15, 2023 until the next Annual General Meeting, was elected to the Supervisory Board by shareholders at the June 2024 Annual General Meeting to serve the remainder of the term of Ms. Doreen Nowotne, who had stepped down.

In August 2024, the Supervisory Board decided to reappoint Dr. Stefan Traeger as Chairman of the Executive Board for another three years, effective July 1, 2025, and extended his contract until June 30, 2028. Under Dr. Stefan Traeger's leadership, Jenoptik has successfully developed into a profitably growing, streamlined photonics group in recent years. The continuity in company leadership under Dr. Stefan Traeger should create the basis for realizing organic growth opportunities and consistently advancing the Jenoptik strategy.

On behalf of the Supervisory Board, I would like to extend my sincere thanks to all employees, employee representatives, and Executive Board members for their outstanding performance and exceptional dedication over the past year. Special thanks also go to our shareholders, who have remained loyal and trusting even in challenging times.

Jena, March 2025

For the Supervisory Board



Matthias Wierlacher
Chairman

Jenoptik-Highlights 2024

Investment and construction progress

Two years after the groundbreaking ceremony, we are now in the final stages of constructing our new high-tech factory in Dresden. In the first half of the year, the focus was on interior construction, technical equipment, and the exterior facade. In the fall, the installation of production systems began – all on schedule – to start manufacturing micro-optics and sensors for the semiconductor industry at the fab in early 2025.



Promoting attractive business locations

As a global technology company, Jenoptik is committed to openness, diversity, and tolerance at all its locations. As part of these efforts, we welcomed political representatives, especially at our headquarters in Jena, including Minister for Economic Affairs Robert Habeck, European Commission President Ursula von der Leyen, and SPD party chairwoman Saskia Esken. At our Dresden site, we also had the opportunity to give Saxon Minister for Economic Affairs Martin Dulig an insight into our plant on site.



Awards and recognition

In September, we were honored with the "Pioneer Award," recognizing our combination of technological expertise and social commitment, e.g. with our campaign "Bleib offen" (Stay Open). We also once again received the "Supplier Award" from semiconductor equipment manufacturer ASML, this time in the Quality category.



Launched at the end of 2023, we continued our "Stay Open" campaign in 2024. It is designed to encourage people to remain open to progress, to different perspectives, and to embrace differences and diversity.

Innovations for our markets

We offer innovations for tomorrow's automobile production, including laser technology for interior design and solutions for exterior lighting concepts. At the end of July, the 400th JENOPTIK-VOTAN® A system was sold and ceremonially handed over to an automotive supplier, followed in August by the first delivery of a system incorporating our new translucent technology JENscan® Style.



Traffic safety

With projects in the US states of Arkansas and Maryland, as well as in Ontario, Canada, we expanded our presence in North America in the traffic monitoring sector in 2024. We also received orders for more traffic safety from the South American market. In addition, we successfully implemented similar projects in Kuwait and the England, including in the Greater Manchester area.



Commitment to science and culture

In October, we donated a set of high-performance optical components for laser beam guidance to the Ernst Abbe University of Applied Sciences in Jena. This demo kit will be used as exhibition and teaching material in the future.



At our Triptis site, we partnered with the Thuringian Foundation for Technology, Innovation, and Research (STIFT) to launch a youth innovation workshop for children and teenagers interested in technology.

Laser shows were a key highlight of our participation in Jena's Long Night of Science, alongside numerous hands-on activities in technology and science, as well as insights into our photonics products.



Several art projections on the Ernst Abbe high-rise building in Jena offered culture enthusiasts digital artworks by Lorna Mills, Kurt Komell, and Peter Burr.



The Jenoptik Share

Stock Markets

The Dax, Germany's benchmark index, recorded very strong performance in 2024, despite a weakened German economy, geopolitical tensions, and uncertainties. The 18.8-percent increase to 19,909.14 points, however, was mainly driven by a few companies. The MDax, the index for mid-sized German companies, performed significantly weaker, declining by 5.7 percent to 25,589.06 points. The TecDax, Germany's technology index, was at 3,317.15 points at the end of the year, up 2.4 percent for the year.

Performance of the Jenoptik Share

The Jenoptik share ended Xetra trading on December 30, 2024 at 22.44 euros. Based on a closing price of 28.44 euros on the last day of trading in 2023, this represents a decrease of 21.1 percent. Until October 2024, the share price largely tracked the MDax and TecDax. The lowered 2025 forecast of a key Jenoptik customer, along with the resulting shift of the Group's financial targets from 2025 to 2026 and noticeably more cautious sentiment in the semiconductor equipment industry, led to a significant decline, from which the Jenoptik share was unable to recover by the end of 2024.

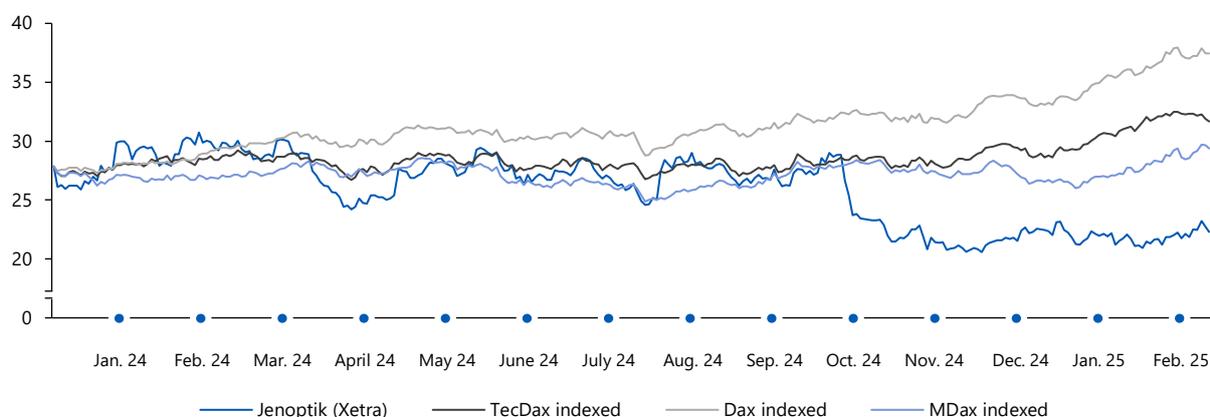
The latest information on the Jenoptik share and the development of the Jenoptik Group can be found at www.jenoptik.com/investors

Jenoptik's total shareholder return, i.e., share price performance from the last closing price in 2023 through the last closing price in 2024, accounting for dividends paid in the fiscal year, came to minus 19.9 percent in 2024 (prior year: 12.4 percent). At 57,238,115 shares issued, market capitalization amounted to 1,284.4 million euros at the end of the year (prior year: 1,627.9 million euros).

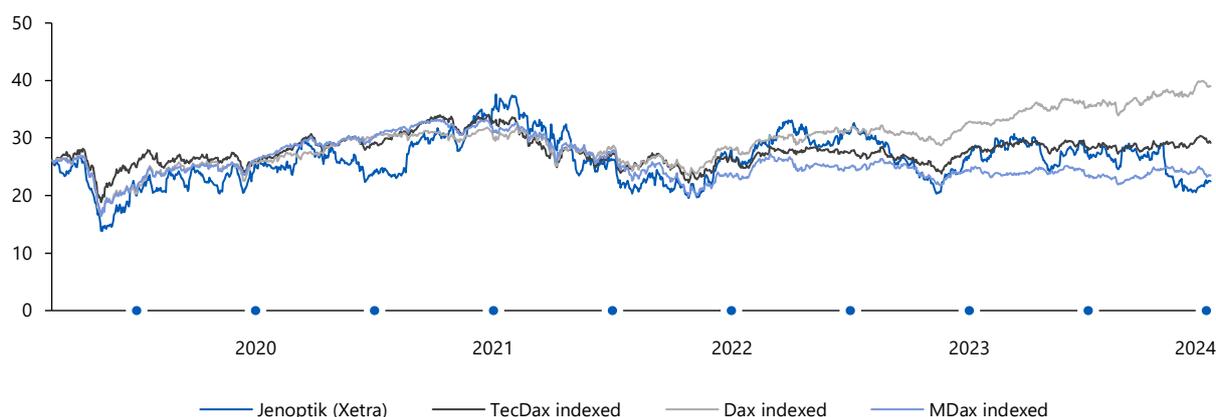
The Dax, TecDax and MDax rose in the first two months of 2025. The Jenoptik share price moved little. On February 28, the share ended Xetra trading at 22.32 euros. This corresponded to a market capitalization of 1,277.6 million euros. Trading in Jenoptik shares increased compared with the prior year. The average number of Jenoptik shares traded per day on the Xetra, in floor trading, and on Tradegate in 2024 was 135,381, 34.0 percent more than in the prior year (prior year: average 101,031 shares).

In the TecDax ranking compiled by Deutsche Börse Group, the Jenoptik share remained unchanged in 17th place in terms of free float market capitalization as of December 2024. Within the MDax, the share ranked 89th at year-end (prior year: 84th).

G01 Share performance January 2, 2024 through February 28, 2025 (indexiert in EUR) (indexed in euros)



G02 Share performance 2020 through 2024 (indexed in euros)



T02 Jenoptik share key figures

	2024	2023	2022	2021	2020
Closing price (Xetra year-end) in euros	22.44	28.44	25.56	37.14	25.12
Highest price/lowest price (Xetra) in euros	30.74 / 20.58	33.06 / 30.32	37.26 / 19.54	37.60 / 22.36	27.44 / 13.82
Performance: absolute in euros/relative in percent	- 6.00 / - 21.1	2.88 / 11.3	- 11.58/ - 31.2	12.02 / 47.9	- 0.36 / - 1.4
No-par value bearer shares issued (31/12) in million euros	57.24	57.24	57.24	57.24	57.24
Market capitalization (Xetra year-end) in million euros	1,284.4	1,627.9	1,463.0	2,125.8	1,437.8
Average daily turnover in units ¹	135,381	101,031	127,179	179,374	190,855
P/E ratio (based on highest price) / P/E ratio (based on lowest price)	18.98 / 12.70	26.03 / 16.0	38.81 / 20.35	26.3 / 15.6	37.6 / 18.9
Free cash flow per share in euros	1.80	2.22	1.39	1.10	1.09
Group earnings per share in euros	1.62	1.27	0.96	1.43	0.73

¹ Source: Deutsche Börse; includes trading on Xetra, in Frankfurt, Munich, Berlin, Düsseldorf, Hamburg, Hannover, and Stuttgart, and on Tradegate

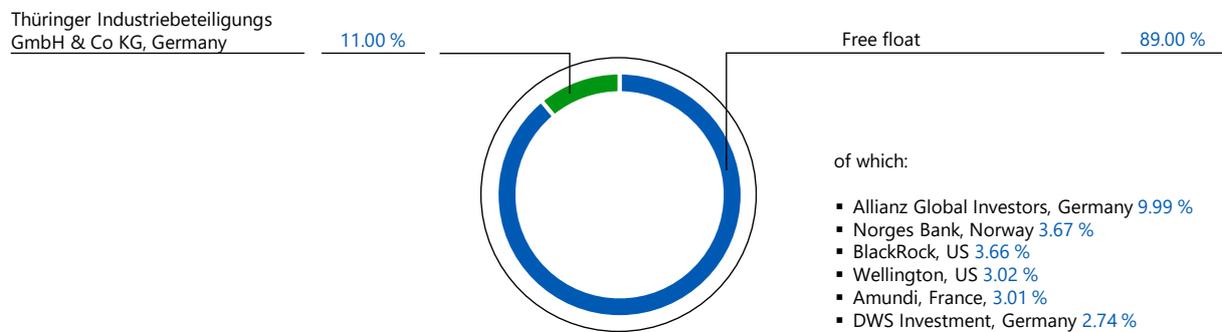
Shareholder Structure

At the end of the fiscal year, JENOPTIK AG's free float was unchanged at 89 percent.

In the course of 2024, Jenoptik received various voting right notifications from institutional investors regarding the purchase or sale of share positions, which were published by the company. More information on this can be found in the separate financial statements of JENOPTIK AG and at <https://www.jenoptik.com/investors/share>, under Voting rights announcements.

At the end of 2024, a total of 52,196 shareholders (prior year: 51,615) were entered in the share register, of which 553 were institutional investors (prior year: 557) and 51,643 private investors (prior year: 51,058). Institutional investors held 76.06 percent of the company's share capital (prior year: 76.98 percent), private investors 23.94 percent (prior year: 23.02 percent).

G03 Shareholder structure (as of December 31, 2024)*



* Based on received voting right notifications

Dividend

Jenoptik's management strives for a reliable and continuous dividend policy in which shareholders receive payment of a dividend in line with the company's success. At the same time, sufficient financial resources are required to finance Jenoptik's operating business and strategic investment to assist its development as a globally leading photonics group. We consider this key to the sustainable and successful growth of the company and thus also in the interests of shareholders. The Executive and Supervisory Boards of JENOPTIK AG therefore review their dividend recommendation with considerable prudence every year. In the past fiscal year, Jenoptik paid an increased dividend of 0.35 euros per share (prior year: 0.30 euros) to its shareholders for 2023.

Based on the very good results in the fiscal year 2024, the Executive Board and Supervisory Board will propose a dividend of 0.38 euros per share for the fiscal year 2024 to the 2025 Annual General Meeting. The management is thus pursuing the goal of allowing shareholders to participate appropriately in the company's success while at the same time enabling further growth investment. With earnings per share of 1.62 euros (prior year: 1.27 euros), the payout ratio will amount to 23.5 percent (prior year: 27.6 percent), subject to approval by the Annual General Meeting.

T03 Dividend key figures

	2024	2023	2022	2021	2020
Dividend per share in euros	0.38	0.35	0.30	0.25	0.25
Dividend payout in million euros	21.8	20.0	17.2	14.3	14.3
Dividend yield ¹ in %	1.7	1.2	1.2	0.7	1.0
Payout ratio ² in %	23.5	27.6	31.2	17.5	34.2
Total shareholder return in %	- 19.9	12.4	- 30.4	48.8	- 0.4

¹ based on year-end closing price

² based on earnings attributable to shareholder

Capital Market Communication

We are committed to transparent, timely, and continuous communication with our shareholders, analysts, and institutional investors. In our opinion, this approach enhances transparency for capital market participants and the broader public, while also strengthening trust in Jenoptik.

We use our financial reports and statements to provide extensive information about the Group's earnings, assets, and finances four times a year. In addition, we publish press releases on important events and current developments. These documents, as well as presentations, the financial calendar, the Articles of Association, and further information are also available in German and English on the Jenoptik website at www.jenoptik.com/investors. In accordance with the statutory requirements of the Regulation on Market Abuse, insider information is published immediately and simultaneously worldwide in German and English, insofar as JENOPTIK AG is not, in individual cases, exempt from this publication.

In the fiscal year 2024, Jenoptik was once again represented at numerous investor conferences and roadshows. During conference calls on the publication of the Consolidated, Annual, and Quarterly Financial Statements and Reports, and in numerous individual conversations, the Executive Board and the investor relations team explained the development of business, key figures, and strategy to institutional investors, analysts, private shareholders, and journalists.

The 26th Annual General Meeting of JENOPTIK AG was held on June 18, 2024 as an in-person event again. At around 64 percent, the proportion of capital represented was close to the prior-year figure of 65 percent. By a large majority, the shareholders formally approved the actions of the Executive Board and Supervisory Board and agreed to payment of the proposed dividend. All other agenda items were also passed with clear majorities.

Jenoptik is regularly covered by numerous German and international analysts. Over the course of 2024, 15 (prior year: 14) analysts published assessments of the Jenoptik share: Baader Helvea, Bankhaus Metzler, Berenberg, BNP Paribas, Deutsche Bank, DZ Bank, Hauck & Aufhäuser, HSBC, Jefferies, Kepler Cheuvreux, LBBW, ODDO BHF, STIFEL, and Warburg Research. UBS also initiated coverage in December 2024. On December 31, 2024, the average target price of the Jenoptik share as assessed by our analysts was 31.09 euros (prior year: 34.29 euros).

G04 Analyst recommendations (as of December 31, 2024)

