



This edition of our Bylaws (Rules of Procedure) for the Supervisory Board, prepared for the convenience of English-speaking readers, is a translation of the German original. In the event of any conflict the German version shall prevail.

Bylaws (Rules of Procedure)

of the Supervisory Board
of
Siemens Healthineers AG

Version dated April 18, 2024

Rules of Procedure of the Supervisory Board of Siemens Healthineers AG

§ 1

General

- (1) The Supervisory Board shall regularly advise the Managing Board in running the Company and supervise its management activities.
- (2) The Supervisory Board shall conduct its activities in accordance with the legal provisions, the Articles of Association, and these Rules of Procedure. It shall observe the recommendations and suggestions of the German Corporate Governance Code.
- (3) All members of the Supervisory Board shall act in the interests of the Company. They shall not be bound by orders and instructions and shall in their decisions neither pursue their own personal interests nor make personal use of business opportunities available to the Company. In accordance with Section 111a Paragraph 2 Sentence 2 of the Stock Corporation Act (Aktiengesetz, AktG), the Company has defined an internal procedure that applies to related-party transactions. Any conflicts of interest, especially those that may arise as a result of advisory roles with or service on the governing bodies of customers, suppliers, lenders, or other third parties or significant competitors, shall be disclosed without undue delay to the Chair of the Supervisory Board. The Chair of the Supervisory Board shall disclose his or her own conflicts of interest to the Chairperson's Committee. For substantial conflicts of interests connected to his or her personal circumstances which are not only temporary, the Supervisory Board member concerned shall resign his or her Supervisory Board mandate.
- (4) The Supervisory Board assesses at regular intervals how effectively the Supervisory Board as a whole and its committees fulfill their tasks.
- (5) The Supervisory Board shall take care to ensure that the Managing Board and employees of the Company are subject to standards of conduct (Business Conduct Guidelines). The members of the Supervisory Board shall comply with these guidelines in their current form insofar as they are transferable to members of the Supervisory Board and compatible with their duties.

§ 2

Composition of the Supervisory Board

- (1) The Supervisory Board shall consist of sixteen members, namely of eight members elected by the Annual Shareholders' Meeting and eight members whose election is governed by the Co-Determination Act (Mitbestimmungsgesetz, MitbestG). The Supervisory Board shall be composed in a manner in which its members collectively possess the required knowledge, skills and professional experience necessary for proper performance of their duties and, as a whole, are familiar with the sector in which the Company is operating. Pursuant to the applicable laws and in due consideration of the recommendations of the German Corporate Governance Code, the Supervisory Board shall name concrete goals for its composition and establish a competency profile for the overall body, taking particular note, inter alia, of diversity and expertise regarding sustainability issues.
- (2) As a rule, only individuals who at the time of election or appointment have not yet reached the age of 71 shall be recommended for election or appointment as Supervisory Board member. Moreover, the recommendation for election by the Annual Shareholders' Meeting shall take into account the fact that the membership on the Supervisory Board shall usually not exceed 12 years.
- (3) A Supervisory Board member whose professional activities change substantially towards the point in time of their election shall discuss possible termination of his or her mandate with the Chair of the Supervisory Board.

§ 3

Secrecy

- (1) The members of the Supervisory Board shall maintain secrecy on confidential information, reports and consultations as well as secrets of the Company, namely trade and business secrets that came to their knowledge as a result of their work within the Supervisory Board. This obligation shall continue to apply even after the individual concerned resigns.
- (2) If a member of the Supervisory Board intends to pass on to third parties information for which it cannot be ruled out with certainty that it is confidential or relates to secrets of the Company, he or she shall inform the Chair of the Supervisory Board (or, if applicable, the Chairperson's Committee) in advance and give him or her the opportunity to comment.

- (3) The Supervisory Board members shall ensure that the employees involved by them for support observe the obligation of secrecy at least to the same extent.

§ 4

Chair and Deputy Chair

- (1) The Supervisory Board will appoint a Chair and a Deputy Chair from among its members in accordance with the provisions of the Co-Determination Act. It may elect a further Deputy Chair, to whose election Section 27 of the Co-Determination Act shall not apply.
- (2) If the Chair or his/her Deputy elected in accordance with the Co-Determination Act resigns from office before expiry of the term of office, the Supervisory Board shall perform a re-election immediately, no later than during the next meeting of the Supervisory Board prior to any other decision.
- (3) A Deputy Chair shall have the same rights as the Chair in all cases in which he or she, while the Chair is unable to perform his or her office, acts in substitution of the Chair, but with the exception of the second vote granted to the Chair pursuant to the Co-Determination Act, the Articles of Association, or these Bylaws.
- (4) In case both the Chair and the Deputy Chairs are unable to perform their duties, these duties shall be taken over by the most senior member or, in the case of equal seniority, by the oldest member of the Supervisory Board who is not unable to attend. He or she shall not be entitled to the second vote granted to the Chair pursuant to the Co-Determination Act, the Articles of Association, or these Bylaws.
- (5) The Chair of the Supervisory Board shall coordinate the work within the Supervisory Board and represent the Supervisory Board's interests externally. Declarations of intent by the Supervisory Board and the committees thereof shall be issued on behalf of the Supervisory Board by the Chair or his or her Deputy if the Chair is not available. The Chair or, if the Chair is not available, his or her Deputy shall be entitled to receive declarations for the Supervisory Board.
- (6) The Chair of the Supervisory Board shall be entitled to conduct discussions with investors on topics relevant to the Supervisory Board. He/she shall inform the Supervisory Board or its committees of such discussions.

§ 5**Meetings; Convening of Meetings; Resolutions**

- (1) The meetings shall be called by the Chair with a notice period of at least fourteen days, not counting the day on which the invitation is sent or the day on which the meeting is to be held. This notice period may be shortened in urgent cases. Meetings may be called in writing, verbally, by phone, by fax, by e-mail, or using other commonly used means of communication. The individual calling the meeting shall determine the format of the meeting. The Chair may cancel or move a called meeting that has been called at his or her due discretion.
- (2) The invitation shall make known the agenda of the meeting. Additions to the agenda shall be notified by the third day before the meeting, unless an urgent matter justifies later notification. Proposed resolutions relating to items on the agenda and the documents necessary to prepare for the meeting shall be distributed by the fifth day before the meeting, unless an urgent matter justifies later notification.
- (3) The Chair shall conduct the meetings and determine the working language of the meeting as well as the method and order in which the items on the agenda are dealt with.
- (4) The Supervisory Board has a quorum if at least half of the members that the Supervisory Board must comprise take part in the passing of resolutions. Absent Supervisory Board members who request a Supervisory Board member personally attending the meeting to submit written votes (including by e-mail or fax), Supervisory Board members who cast their votes in accordance with § 5 Paragraph 7, and members who abstain from casting their votes during a resolution, shall be deemed to be in attendance within the meaning of preceding Sentence.
- (5) The passing of a resolution on an agenda item that was not included in the invitation convening the meeting or notified in accordance with § 5 Paragraph 2 Sentence 2 shall only be permitted if no member of the Supervisory Board objects to passing the resolution. Absent members shall be given the opportunity, within a reasonable period of time to be determined by the Chair of the Supervisory Board, to oppose to the resolution or to send a written vote or to cast their vote subsequently, in writing, verbally, by phone, fax, or e-mail, or using other commonly used means of communication. The resolution shall only enter into force if none of the absent Supervisory Board members notify the Chair of the Supervisory Board of their opposition within said period of time. Members of the Supervisory Board attending by conference call or using electronic means of communication shall be deemed present.

- (6) If a motion relating an item on the agenda is submitted or amended fewer than three days before the Supervisory Board meeting in such a way that a vote can be cast only with knowledge of the motion or amendment, absent members shall be given the opportunity, within a reasonable period of time to be determined by the Chair of the Supervisory Board, to cast their vote subsequently, in writing, verbally, by phone, fax, or e-mail, or using other commonly used means of communication. When determining the result of the vote on the resolution, the votes cast shall be included, if they have been received by the Chair of the Supervisory Board within the specified period of time. The passing of the resolution shall only be concluded, when the votes have been received or the specified period of time has expired without the votes having been received. Members of the Supervisory Board attending by conference call or using electronic means of communication shall be deemed present.
- (7) On the Chair's instruction and provided adequate notice is given, meetings may in individual circumstances also be held, and resolutions passed, outside meetings in writing, verbally, by phone, fax, or e-mail, or using other commonly used means of communication (in particular video transmission) or a combination of such forms of communication, and individual members of the Supervisory Board may be allowed to participate in meetings and resolutions by conference call or using electronic means of communication (in particular video transmission). The option to cast votes in writing within the meaning of § 5 Paragraph 4 shall remain unaffected. The members of the Supervisory Board shall not be entitled to a right to object the instruction of the Chair.
- (8) The resolutions shall be passed with simple majority of the votes cast, unless the law determines otherwise in a mandatory manner. Abstentions shall not be counted as votes cast in this sense. In the event of a tied vote, the voting procedure shall be repeated, and if the repeated vote again results in a tie, the Chair of the Supervisory Board is granted a second vote; this vote may also be cast in writing within the meaning of § 5 Paragraph 4 or by conference call or using electronic means of communication (in particular video transmission).
- (9) Minutes shall be taken down of the meetings and resolutions of the Supervisory Board (for the purpose of record-keeping rather than entry into force) and shall be signed by the person Chairperson's over the respective meeting and his or her selected keeper of the minutes or, if the resolutions were passed outside of a meeting, by the Chair of the Supervisory Board.

§ 6

Third-party attendance at meetings; involvement of third parties

- (1) The meetings of the Supervisory Board shall be attended by members of the Managing Board, unless the Chair of the Supervisory instructs otherwise on an individual basis. The Supervisory Board shall also meet on a regular basis without the Managing Board.
- (2) To perform its duties, the Supervisory Board may, at its discretion, involve auditors, legal, or other external or internal advisors. The Chair of the Supervisory Board may allow such individuals as well as further experts and knowledge bearers, especially auditors and/or the Company's legal or tax advisors, to attend meetings of the Supervisory Board. Attendance by third parties required by law shall remain unaffected. The cost of involving the aforementioned individuals shall be borne by the Company. The Supervisory Board or a committee may call in the independent auditors as experts. In this case, the Managing Board shall not be in attendance unless the Chair of the Supervisory Board or committee considers its attendance necessary.

§ 7

General Rules for Committees

- (1) The Supervisory Board shall establish and appoint from among its number the following committees:
 - a) a Chairperson's Committee,
 - b) an Audit Committee,
 - c) a Strategy, Innovation and Sustainability Committee,
 - d) a Compensation Committee,
 - e) a Nomination Committee and
 - f) a Related-Party Transactions Committee.
- (2) Immediately following the election of the Chair of the Supervisory Board and the Deputy Chair in accordance with the provisions of the Co-Determination Act, the Supervisory Board shall further establish a committee for the performance of the task specified in Section 31 Paragraph 3 Sentence 1 of the Co-Determination Act. Such committee shall consist of the Chair of the Supervisory Board and the Deputy Chair elected in accordance with the Co-Determination Act, as well as one additional member

elected by the Supervisory Board members representing the shareholders and one additional member elected by the Supervisory Board members representing the employees, in each case by the majority of the votes cast.

- (3) The Supervisory Board may establish other committees and appoint members to them from amongst its members. To the extent legally permissible, decision-making authorities of the Supervisory Board may be transferred to the committees or individual members of the Supervisory Board.
- (4) The term of office of the committee members shall correspond to their term of office as members of the Supervisory Board, unless a shorter period of office has been determined at the time of election by the Supervisory Board.
- (5) The committee may elect a chair from amongst its members, unless the Supervisory Board specifies a chair. A committee shall only have a quorum if half of the committee's members, but at least three members, take part in the passing of resolutions. Each committees's chair shall provide the Supervisory Board with regular reports on the activities of the relevant committee.
- (6) The members of the Managing Board shall attend the meeting of the committees, if requested by the chair of the committee or a majority of the committee members.
- (7) To perform their respective duties, the committees of the Supervisory Board may exercise the special inspection and examination rights assigned to the Supervisory Board in accordance with Section 111 Paragraph 2 of the AktG.
- (8) If the Chair of the Supervisory Board is a member of a committee, the Chair shall, in the event of a repeated tied vote, be entitled to a second vote in mutatis mutandis application of § 5 Paragraph 8 Sentence 3; this does not apply to the Related-Party Transaction Committee. If the Chair of the Supervisory Board is not a member of a committee, the chair of the committee shall, in the event of a repeated tied vote, be entitled to a second vote in mutatis mutandis application of § 5 Paragraph 8 Sentence 3.
- (9) In other respects, §§ 5 and 6 shall apply accordingly, unless the Supervisory Board determines otherwise for the committee.

§ 8

Chairperson's Committee

- (1) The Chairperson's Committee shall consist of the Chair of the Supervisory Board, the Deputy Chair elected in accordance with § 4 Paragraph 1 Sentence 1, as well as one

further Supervisory Board member representing the shareholders and one further Supervisory Board member representing the employees. The Chairperson's Committee shall be chaired by the Chair of the Supervisory Board.

- (2) The Chairperson's Committee shall coordinate the work within the Supervisory Board, prepare the meetings of the Supervisory Board and the assessment of the effectiveness of the Supervisory Board's and its committees' work and monitor the execution of the resolutions taken by the Supervisory Board or its committees.
- (3) The Chairperson's Committee shall deliberate and pass resolutions on corporate governance topics, including the Bylaws for the Supervisory Board and the Bylaws for the Managing Board, and, to the extent not regulated by law, the allocation of duties in the Managing Board, and shall issue recommendations if a resolution by the Supervisory Board is required. It shall be responsible for preparing the resolution on the declaration of conformity with the German Corporate Governance Code, and on the approval of the Corporate Governance Statement and the Report of the Supervisory Board to the Annual Shareholders' Meeting.
- (4) The Chairperson's Committee shall submit proposals for the composition of Supervisory Board committees to the Supervisory Board and, unless the Chair of the Supervisory Board is the chair of the committee in accordance with these Bylaws, the chairs of the Supervisory Board committees.
- (5) The Chairperson's Committee shall substitute for the Supervisory Board in passing resolutions on
 - a) the entry into transactions between the Company or an affiliated company on the one hand and a member of the Managing Board or individuals, enterprises, and associations closely related to a member of the Managing Board on the other, provided they require the Supervisory Board's approval in accordance with Section 112 of the AktG or another requirement;
 - b) the approval of secondary activities of a member of the Managing Board under Section 88 AktG as well as of Supervisory Board mandates outside the Healthineers Group;
 - c) the granting of loans to the group of individuals named in Sections 89, 115 of the AktG; loans are not granted to members of the Supervisory Board or Managing Board;

- d) approval of contracts with members of the Supervisory Board in accordance with Section 114 of the AktG;
 - e) legal representation of the Company in litigious procedures in which the Company is represented by the Managing Board together with the Supervisory Board or by the Supervisory Board alone, in particular in the event of an action for annulment or rescission (Section 246 Paragraph 2 Sentence 2, Section 249 Paragraph 1 Sentence 1 AktG);
 - f) approval of transactions and measures for which approval is required under § 6 Paragraph 1 letter i) of the Bylaws (Rules of Procedure) for the Managing Board.
- (6) The Chairperson's Committee shall deliberate regularly on the long-term succession planning for the Managing Board. It shall be competent for suggestions to the Supervisory Board for the appointment and dismissal of members of the Managing Board as well as extension of their mandates. In the case of proposals for the appointment of Managing Board Members, the Chairperson's Committee shall take note of the legal requirements and the qualification profile defined by the Supervisory Board, with the diversity concept including the target for the nomination of women to the Managing Board. For initial appointments, it is to be taken into consideration that the duration of appointment is not to exceed three years in general.
- (7) Within the framework of the compensation system and the total compensation of individual members of the Managing Board resolved by the full Supervisory Board, the Chairperson's Committee shall be competent for entering into, amending, extending and terminating service agreements with members of the Managing Board.

§ 9

Audit Committee

- (1) The Audit Committee shall consist of the Chair of the Supervisory Board as well as one Supervisory Board member representing the shareholders and two Supervisory Board members representing the employees. The Audit Committee has to include at least one member of the Supervisory Board with expertise in the area of accounting and at least one other member with expertise in the area of auditing of financial statements. The members of the Audit Committee shall, as a whole, be familiar with the sector in which the Company is operating.
- (2) The Audit Committee shall have the following duties:

- a) Monitoring of the annual audit, in particular of the selection, independence and qualification of the auditor; evaluation of the quality of the audit as well as the services of the auditor, including the additional services rendered by them; for this purpose, it shall observe the legal provisions, in particular the requirements under EU Regulation No. 537/2014 on annual audits;
 - b) Recommendation for the suggestion of the Supervisory Board to the Annual Shareholders' Meeting on the election of the auditor and the group auditor as well as the auditor for the condensed financial statements and the interim management report for the group (half-year financial report for the group) to the extent they are audited or reviewed by the auditor;
 - c) Issuing the audit engagement to the auditors, determining areas of emphasis for the audit, and stipulating the fee with the auditors;
 - d) Preparation of the Supervisory Board's audit of the annual and consolidated financial statements and the Managing Board's suggestion on the appropriation of profits;
 - e) Discussion of half-year financial reports and, if applicable, quarterly reports with the Managing Board before publication thereof;
 - f) Issues of accounting and risk management, including the monitoring of the accounting process, the adequacy and effectiveness of the internal control system and the risk management system, including the coverage also of sustainability-related objectives, the effectiveness of the internal audit system and the internal procedure for related-party transactions;
 - g) Monitoring compliance with legal requirements, official regulations, and Company-internal guidelines (Compliance);
 - h) Dealing with the non-financial declaration or the separate non-financial report and, if applicable, assignment of an external audit under Section 111 Paragraph 2 Sentence 4 AktG.
- (3) Each member of the Audit Committee is entitled to obtain, via the chair of the committee, all information relevant to its activities from the independent auditors, from the Managing Board and from the executive employees of the company who report directly to the Managing Board. The chair of the committee shall provide the information obtained to all members of the Audit Committee and shall immediately inform the Managing Board that information has been obtained.

§ 10

Strategy, Innovation and Sustainability Committee

- (1) The Strategy, Innovation and Sustainability Committee shall consist of the Chair of the Supervisory Board as well as two Supervisory Board members representing the shareholders and three Supervisory Board members representing the employees.
- (2) The Strategy, Innovation and Sustainability Committee shall be entrusted with the duties as stipulated by resolution of the Supervisory Board. In particular, it is responsible – based on the Company’s overall strategy, which is the focus of the strategic discussions in the Supervisory Board – for discussions of the Company’s innovation strategy and the preparation of negotiations and resolutions of the Supervisory Board on investments in tangible assets and financial measures and on transactions and measures in accordance with § 6 Paragraph 1 letter b) of the Bylaws (Rules of Procedure) for the Managing Board. In addition, in accordance with § 6 Paragraph 1 letters a), c), d), e), f) and g) of the Bylaws (Rules of Procedure) of the Managing Board, the Strategy, Innovation and Sustainability Committee shall resolve instead of the Supervisory Board on the approval of transactions and measures for which approval is required to the extent their value does not reach the amount of €300 million. Subject to the responsibility of other committees, the Strategy, Innovation and Sustainability Committee will regularly deal with sustainability-related topics (Environmental, Social and Governance - ESG). Moreover, the Strategy, Innovation and Sustainability Committee shall regularly deal with the corporate, brand and design image of the Company and its dependent companies (Sections 15 ff. AktG), in particularly regarding its image as a company within the Siemens Group (“Siemens Brand”). Accordingly, the Strategy, Innovation and Sustainability Committee shall resolve on the approval of measures for which approval is required under § 6 Paragraph 1 letter j) of the Bylaws (Rules of Procedure) for the Managing Board instead of the Supervisory Board.

§ 11

Compensation Committee

- (1) The Compensation Committee consists of the Chair of the Supervisory Board as well as two Supervisory Board members representing the shareholders and three Supervisory Board members representing the employees.
- (2) The Compensation Committee shall submit to the full Supervisory Board proposals for the determination of the targets for variable compensation and the determination of whether these targets have been achieved, the determination and review of the appropriateness of the total compensation of the individual members of the Managing Board and the approval of the Compensation Report, including the appointment of the

auditor. The Compensation Committee shall prepare resolutions of the full Supervisory Board on the compensation system for the Managing Board and the Supervisory Board, including the implementation of this system into the service agreements with the members of the Managing Board, as well as its regular review. With regard to sustainability-related objectives (ESG), the Strategy, Innovation and Sustainability Committee may be involved.

§ 12

Nomination Committee

- (1) The Nomination Committee consists of the Chair of the Supervisory Board and three further members, to be elected by the Supervisory Board's shareholder representatives from among their members. The Committee shall be chaired by the Chair of the Supervisory Board.
- (2) The Nomination Committee shall, taking into account the defined targets for its appointment suggestions to the Annual Shareholders' Meeting as stipulated under § 2, suggest to the Supervisory Board suitable candidates as new members of the Supervisory Board.

§ 13

Related-Party Transactions Committee

- (1) The Related-Party Transactions Committee consists of two Supervisory Board members representing the shareholders and two Supervisory Board members representing the employees.
- (2) The majority of the committee shall be composed of members, including the chair of the committee, for whom there is no concern of a conflict of interest arising from their relationship to a related party.
- (3) The Related-Party Transactions Committee shall resolve instead of the Supervisory Board on the approval of transactions with related parties within the meaning of Sections 107 and 111a to 111c AktG.
- (4) The decision-making authority of the Related-Party Transactions Committee takes precedence over the decision-making authority of other committees within the scope of application of paragraph 3.