

Annual Shareholders' Meeting 2026

Notice

siemens-healthineers.com/asm

Contents

I. Agenda	5
1. To present the adopted Annual Financial Statements of Siemens Healthineers AG and the approved Consolidated Financial Statements of the Group, together with the Combined Management Report of Siemens Healthineers AG and the Group as of September 30, 2025, as well as the Report of the Supervisory Board for fiscal year 2025	5
2. To resolve on the appropriation of the unappropriated net income of Siemens Healthineers AG	5
3. To ratify the acts of the members of the Managing Board	5
4. To ratify the acts of the members of the Supervisory Board	6
5. To resolve on the appointment of the independent auditor for the audit of the Annual Financial Statements and the Consolidated Financial Statements and for the review of the half-year Financial Report; To resolve on the appointment of the independent auditor for the audit of the Sustainability Report	6
6. To resolve on the approval of the Compensation Report for fiscal year 2025 prepared and audited pursuant to Section 162 German Stock Corporation Act (AktG)	7
7. To resolve on the amendment of Section 17 (2) of the Articles of Association on the introduction of a simple capital majority for resolutions of the Shareholders' Meeting	7
8. To resolve on the cancellation of the Authorized Capital 2022 and on the creation of a new Authorized Capital 2026 with the authorization to exclude the subscription right, and related amendment of the Articles of Association	8
9. To resolve on the revocation of the authorization to issue convertible bonds and/or warrant bonds and the cancellation of the Conditional Capital 2022, new authorization to issue convertible bonds and/or warrant bonds, and to exclude the subscription right, and the concurrent creation of a Conditional Capital 2026, and related amendment of the Articles of Association	9
10. To resolve on the revocation of the authorization to acquire and use treasury shares pursuant to Section 71 (1) No. 8 German Stock Corporation Act, with concurrent new authorization to acquire and use treasury shares pursuant to Section 71 (1) No. 8 German Stock Corporation Act and to exclude the subscription and tender right	13
11. To resolve on the authorization to use derivatives in the context of acquiring treasury shares pursuant to Section 71 (1) No. 8 German Stock Corporation Act and to exclude the subscription and tender right	15
II. Further information and details	17
1. Total number of shares and voting rights	17
2. Virtual Annual Shareholders' Meeting	17
3. Prerequisites for participating and exercising the voting right	17
4. Information on shareholders' rights (motions, nominations, requests for information, speeches, statements, objections)	21
5. Internet address	24
6. Information on data privacy	24

Siemens Healthineers AG Munich

ISIN DE000SHL1006

Notice of Annual Shareholders' Meeting 2026

Munich, December 2025

We hereby invite our shareholders to the Annual Shareholders' Meeting of Siemens Healthineers AG (hereinafter also "**Company**"), which will be held on

Thursday, February 5, 2026, at 10:00 a.m. (CET),

as a virtual Annual Shareholders' Meeting without the physical presence of the shareholders or their authorized representatives (with the exception of the proxy representatives designated by the Company) at the venue of the Annual Shareholders' Meeting.

Shareholders who have duly registered and their authorized representatives may connect to the Annual Shareholders' Meeting by means of electronic communication via the Company's password-protected internet service ("**Shareholder Portal**") at

siemens-healthineers.com/asm

and in this way participate in the Annual Shareholders' Meeting and exercise their voting right and other shareholders' rights tied to the Annual Shareholders' Meeting. Section II. 3. a) describes how shareholders and their authorized representatives obtain access to the Shareholder Portal.

The entire Annual Shareholders' Meeting will be transmitted as a live audio and video transmission via the Shareholder Portal at **siemens-healthineers.com/asm** for shareholders and their authorized representatives. Furthermore, the Annual Shareholders' Meeting will be streamed in full and freely available on the internet at **siemens-healthineers.com/asm**.

The shareholders or their authorized representatives are able to exercise the voting right exclusively by absentee voting (particularly by means of electronic communication) or by issuing proxy authorization and instructions to the proxy representatives designated by the Company.

The venue of the Annual Shareholders' Meeting within the meaning of the German Stock Corporation Act (*Aktiengesetz*; hereinafter also "**AktG**") is Werner-von-Siemens-Straße 1, 80333 Munich, Germany.

The physical presence of the shareholders or their authorized representatives (with the exception of the proxy representatives designated by the Company) at the venue of the Annual Shareholders' Meeting is excluded.

I. Agenda

1. To present the adopted Annual Financial Statements of Siemens Healthineers AG and the approved Consolidated Financial Statements of the Group, together with the Combined Management Report of Siemens Healthineers AG and the Group as of September 30, 2025, as well as the Report of the Supervisory Board for fiscal year 2025

The materials for fiscal year 2025 are available at → siemens-healthineers.com/asm. In addition, they will be available there during the Annual Shareholders' Meeting and will also be explained in more detail at the Annual Shareholders' Meeting. The materials for Siemens Healthineers AG also include the explanatory report on the information required pursuant to Section 289a and Section 315a German Commercial Code (*Handelsgesetzbuch*, "HGB"), as well as the Corporate Governance Statement pursuant to Section 289f HGB. With the exception of the adopted Annual Financial Statements of Siemens Healthineers AG, these materials are part of the Annual Report 2025.

The Supervisory Board has already approved (*gebilligt*) the Annual Financial Statements of Siemens Healthineers AG and the Consolidated Financial Statements prepared by the Managing Board; thus, the Annual Financial Statements are adopted (*festgestellt*). In accordance with the applicable legal provisions, therefore, no resolution on Agenda Item 1 is proposed to be adopted.

2. To resolve on the appropriation of the unappropriated net income of Siemens Healthineers AG

The Managing Board and the Supervisory Board propose that the unappropriated net income of Siemens Healthineers AG for fiscal year 2025 amounting to EUR 2,040,048,698.48 be appropriated as follows:

Unappropriated net income:	EUR 2,040,048,698.48
Distribution of a dividend of EUR 1.00 per no-par value share entitled to the dividend for the past fiscal year 2025:	EUR 1,116,803,941.00
Amount carried forward to a new account:	EUR 923,244,757.48

The proposal for the appropriation of the unappropriated net income takes into account the 11,196,059 treasury shares that were directly or indirectly held by the Company as of September 30, 2025, and that are not entitled to a dividend pursuant to Sections 71b, 71d AktG. If there is any change in the number of no-par value shares entitled to the dividend for the past fiscal year 2025 before the day of the Annual Shareholders' Meeting, the above proposal will be amended accordingly and presented for resolution at the Annual Shareholders' Meeting, with an unchanged dividend of EUR 1.00 per no-par value share entitled to the dividend, as well as accordingly adjusted amounts for the sums to be distributed and to be carried forward.

Pursuant to Section 58 (4) sentence 2 AktG, the dividend is due on the third business day following the resolution adopted by the Annual Shareholders' Meeting, i.e., on February 10, 2026.

3. To ratify the acts of the members of the Managing Board

The Managing Board and the Supervisory Board propose that the acts of the members of the Managing Board in office in fiscal year 2025 and listed below under numbers 3.1 to 3.4 be ratified for that period:

- 3.1 Dr. Bernhard Montag
- 3.2 Dr. Jochen Schmitz
- 3.3 Darleen Caron
- 3.4 Elisabeth Staudinger-Leibrecht

It is intended to let the Annual Shareholders' Meeting resolve by separate ballot whether to ratify the acts of each individual member of the Managing Board.

4. To ratify the acts of the members of the Supervisory Board

The Managing Board and the Supervisory Board propose that the acts of the members of the Supervisory Board in office in fiscal year 2025 and listed below under numbers 4.1 to 4.21 be ratified for that period:

- 4.1 Prof. Dr. Ralf P. Thomas
- 4.2 Dorothea Simon
- 4.3 Karl-Heinz Streibich
- 4.4 Vanessa Barth
- 4.5 Veronika Bienert
- 4.6 Harry Blunk (until June 30, 2025)
- 4.7 Dr. Roland Busch
- 4.8 Stephan Büttner
- 4.9 Lars-Christian Dinglinger
- 4.10 Dr. Andrea Fehrmann
- 4.11 Nick Heindl
- 4.12 Dr. Marion Helmes
- 4.13 Dr. Peter Körte
- 4.14 Volker Lang (since July 1, 2025)
- 4.15 Sarena Lin
- 4.16 Axel Patze
- 4.17 Astrid Kristine Ploß
- 4.18 Peer M. Schatz
- 4.19 Dr. Nathalie von Siemens
- 4.20 Harald Tretter
- 4.21 Dow R. Wilson

It is intended to let the Annual Shareholders' Meeting resolve by separate ballot whether to ratify the acts of each individual member of the Supervisory Board.

5. To resolve on the appointment of the independent auditor for the audit of the Annual Financial Statements and the Consolidated Financial Statements and for the review of the half-year Financial Report; To resolve on the appointment of the independent auditor for the audit of the Sustainability Report

- 5.1 Independent auditor for the audit of the Annual Financial Statements and the Consolidated Financial Statements and for the review of the half-year Financial Report

The Supervisory Board proposes – based on the recommendation of the Audit Committee – to appoint PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Germany, to serve as independent auditor for the audit of the Annual Financial Statements and the Consolidated Financial Statements for fiscal year 2026 and as independent auditor for the review of the Condensed Financial Statements and the Interim Management Report for the Group for the first half of fiscal year 2026.

The Audit Committee has declared that its recommendation has not been improperly influenced by third parties and that it has not been subject to any clause restricting its choice pursuant to Article 16 (6) of Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014.

- 5.2 Independent auditor for the audit of the Sustainability Report

The Supervisory Board proposes – based on the recommendation of the Audit Committee – to appoint PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Germany, to serve as independent auditor for the audit of the Sustainability Report for fiscal year 2026.

The appointment as independent auditor for the audit of the Sustainability Report by the Annual Shareholders' Meeting is made as a precautionary measure against the background of the draft law of September 3, 2025, implementing Directive (EU) 2022/2464 of the European Parliament and of the Council of December 14, 2022, amending Regulation (EU) No. 537/2014 and Directives 2004/109/EC, 2006/43/EC and 2013/34/EU as regards corporate sustainability reporting, which is to enter into force after the publication of this notice in the German Federal Gazette (*Bundesanzeiger*). It provides for the appointment of this independent auditor by the Annual Shareholders' Meeting.

6. To resolve on the approval of the Compensation Report for fiscal year 2025 prepared and audited pursuant to Section 162 German Stock Corporation Act (AktG)

The Managing Board and Supervisory Board have prepared a report on the compensation granted and owed to the individual current or former members of the Managing Board and Supervisory Board of Siemens Healthineers AG in fiscal year 2025 pursuant to Section 162 AktG, which is presented to the Annual Shareholders' Meeting for approval (*Billigung*) pursuant to Section 120a (4) AktG.

The Compensation Report was audited by the Company's independent auditor, PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Germany, pursuant to Section 162 (3) AktG. The report on the audit is attached to the Compensation Report.

The Managing Board and the Supervisory Board, therefore, propose that the Compensation Report of Siemens Healthineers AG for fiscal year 2025, prepared and audited pursuant to Section 162 AktG, be approved (*wird gebilligt*).

As of the day when the Annual Shareholders' Meeting is convened, the Compensation Report will be available at
→ siemens-healthineers.com/asm and will also be available there during the Annual Shareholders' Meeting.

7. To resolve on the amendment of Section 17 (2) of the Articles of Association on the introduction of a simple capital majority for resolutions of the Shareholders' Meeting

Pursuant to Section 17 (2) of the Articles of Association, resolutions of the Shareholders' Meeting are adopted by a simple majority of the votes cast ("**simple majority of votes**") except if a larger majority is required by law or the Articles of Association.

In certain cases, the German Stock Corporation Act provides that resolutions of the Shareholders' Meeting require not only a simple majority of votes, but also a qualified majority of the share capital represented at the meeting at which the resolution is to be adopted. Insofar as legally permissible, the Articles of Association shall be amended to state that in these cases, a simple majority of the share capital represented at the meeting at which the resolution is to be adopted will suffice in the future ("**simple capital majority**").

Lowering the majority requirement to a simple capital majority is appropriate in view of the increasingly broadly diversified shareholder structure. The intention is to encourage a culture of participation by increasing the importance of votes cast by shareholders at the Shareholders' Meeting. Moreover, the introduction of a simple capital majority is aligned with prevailing practices in national and international capital markets and therefore enhances the attractiveness of the Company's shares for international investors.

Therefore, the Managing Board and the Supervisory Board propose the following resolution:

Section 17 (2) of the Articles of Association is amended to read as follows:

„(2) *The Shareholders' Meeting shall pass its resolutions with a simple majority of the votes cast and, insofar as a capital majority is required, with a simple majority of the share capital represented, except if a larger majority is respectively required by law or these Articles of Association.*“

As of the day when the Annual Shareholders' Meeting is convened, a synopsis of the Articles of Association will be available at
→ siemens-healthineers.com/asm and will also be available there during the Annual Shareholders' Meeting.

8. To resolve on the cancellation of the Authorized Capital 2022 and on the creation of a new Authorized Capital 2026 with the authorization to exclude the subscription right, and related amendment of the Articles of Association

On February 15, 2022, the Annual Shareholders' Meeting authorized the Managing Board under Agenda Item 6 to increase the share capital, with the approval of the Supervisory Board, once or several times until February 14, 2027, by up to a nominal amount of EUR 564,000,000 by issuing up to 564,000,000 new registered no-par value shares against contribution in cash and/or in kind ("**Authorized Capital 2022**"). This authorization has not been utilized to date.

The existing Authorized Capital 2022 pursuant to Section 4 (5) of the Articles of Association is now to be cancelled and replaced with a new authorized capital in order to ensure that the Company continues to dispose of authorized capital even if the Annual Shareholders' Meeting to be held in 2027 takes place after February 14, 2027.

Therefore, the Managing Board and the Supervisory Board propose the following resolution:

a) Authorization

The Managing Board shall be authorized by and in accordance with the provision of the Articles of Association proposed under Section I.8. b) below to increase the share capital, with the approval of the Supervisory Board, including the possibility to exclude the subscription right of shareholders during a period of five years from the date of entry in the Company's Commercial Register, by a nominal amount of up to EUR 338,400,000 by issuing up to 338,400,000 registered no-par value shares against contribution in cash and/or in kind ("**Authorized Capital 2026**").

b) Cancellation of the Authorized Capital 2022, creation of the Authorized Capital 2026, and amendment of the Articles of Association

The Authorized Capital 2022 pursuant to Section 4 (5) of the Articles of Association shall be cancelled upon entry of the Authorized Capital 2026 proposed below in the Company's Commercial Register, an Authorized Capital 2026 shall be created, and Section 4 (5) of the Articles of Association shall be amended to read as follows:

"(5) The Managing Board is authorized for a period of five years from the date of entry of this authorization in the Company's Commercial Register to increase the share capital, with the approval of the Supervisory Board, by a nominal amount of up to EUR 338,400,000 by issuing up to 338,400,000 registered no-par value shares against contribution in cash and/or in kind (Authorized Capital 2026). The authorization may be used once or several times, in one total sum or in installments. The new shares participate in the profits from the beginning of the fiscal year during which they were issued. To the extent permitted by law, the Managing Board may, with the approval of the Supervisory Board, stipulate the profit participation in deviation from this and from Section 60 (2) of the German Stock Corporation Act (Aktiengesetz, AktG) and may also stipulate that the new shares shall participate in profits from the beginning of a fiscal year that has already ended and for which no resolution on the appropriation of the unappropriated net income has been adopted by the Annual Shareholders' Meeting at the time of their issuance. The Managing Board is authorized to determine, with the approval of the Supervisory Board, the further details of the capital increase and its implementation.

The new shares are generally to be offered to the shareholders for subscription; they may also be subscribed by credit institutions and other issuing companies within the meaning of Section 186 (5) sentence 1 of the German Stock Corporation Act (AktG) with the obligation to offer them to the shareholders for subscription (indirect subscription right).

*However, the Managing Board is authorized, with the approval of the Supervisory Board, to exclude the subscription right in the event of capital increases against contribution in kind, particularly in connection with corporate mergers or for the acquisition (also indirect) of companies, establishments, parts of companies, equity interests, or other assets or claims to the acquisition of assets, including receivables due from the Company or its direct or indirect subsidiaries ("**Siemens Healthineers Companies**").*

In addition, the Managing Board is authorized to fully or partially exclude the subscription right, with the approval of the Supervisory Board, in the event of capital increases against contribution in cash, particularly

- in order to grant members of the Company's Managing Board, members of the representative body of a Siemens Healthineers Company, or employees of the Company and of Siemens Healthineers Companies new shares in connection with share participation programs or other share-based programs. To the extent permitted by law, the new shares may also be issued in such a manner that the contribution to be paid on such shares is covered by that part of the annual net income which the Managing Board and the Supervisory Board could allocate to other retained*

earnings under Section 58 (2) of the German Stock Corporation Act (AktG). To the extent members of the Company's Managing Board are to be granted shares, the Company's Supervisory Board decides thereon;

- *to the extent required for fractional amounts resulting from the subscription ratio;*
- *in order to grant holders/creditors of conversion or warrant rights in respect of shares of the Company that have been issued or guaranteed by the Company and/or a Siemens Healthineers Company, or corresponding conversion or warrant obligations subscription rights as compensation for effects of dilution in the amount in which they would be entitled to such rights upon exercising these rights or fulfilling these obligations;*
- *if the issue price of the new shares is not significantly lower than the stock exchange price of the Company's shares already listed. The notional pro rata amount of the share capital attributable to shares issued against cash considerations pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) with the exclusion of the subscription right may not exceed 20% of the share capital existing at the time when this authorization becomes effective or – if this value is lower – at the time when this authorization is utilized. When calculating the aforementioned limit, shares have to be taken into account that are issued or disposed of in direct or analogous application of Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) during the term of this authorization until the point in time of its use, and also shares that have been issued or granted or are to be issued or granted on the basis of a convertible bond and/or warrant bond issued during the term of this authorization with the exclusion of the subscription right pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG)."*

c) Authorization of the Supervisory Board

The Supervisory Board is authorized to amend the wording of Section 4 of the Articles of Association both with respect to the respective utilization of the Authorized Capital 2026 and after the expiration of the authorization period.

As of the day when the Annual Shareholders' Meeting is convened, the written report of the Managing Board on the reasons for which it is to be authorized to exclude the subscription right of shareholders will be available at → siemens-healthineers.com/asm and will also be available there during the Annual Shareholders' Meeting.

As of the day when the Annual Shareholders' Meeting is convened, a synopsis of the Articles of Association will also be available at → siemens-healthineers.com/asm and will also be available there during the Annual Shareholders' Meeting.

9. To resolve on the revocation of the authorization to issue convertible bonds and/or warrant bonds and the cancellation of the Conditional Capital 2022, new authorization to issue convertible bonds and/or warrant bonds, and to exclude the subscription right, and the concurrent creation of a Conditional Capital 2026, and related amendment of the Articles of Association

On February 15, 2022, the Annual Shareholders' Meeting conditionally increased the share capital by up to EUR 112,800,000 ("**Conditional Capital 2022**") under Agenda Item 7. The Conditional Capital 2022 is related to an authorization granted at the same Annual Shareholders' Meeting to grant registered no-par value shares upon the exercise of convertible bonds or warrants under warrant bonds. This authorization has not been utilized to date.

The authorization to issue convertible bonds and/or warrant bonds, which remains in effect until February 14, 2027, shall now be renewed ahead of time by cancelling the Conditional Capital 2022 and by creating a new conditional capital in the amount of up to EUR 112,800,000 ("**Conditional Capital 2026**") and amending Section 4 (6) of the Articles of Association. The new authorization and the Conditional Capital 2026 serve to ensure as much flexibility as possible for corporate financing and for other purposes if the Annual Shareholders' Meeting to be held in 2027 takes place after February 14, 2027.

Therefore, the Managing Board and the Supervisory Board propose the following resolution:

a) Revocation of the authorization to issue convertible bonds and/or warrant bonds, cancellation of the Conditional Capital 2022

The authorization to issue convertible bonds and/or warrant bonds from February 15, 2022, shall be revoked when the authorization set out below under Section I.9. b) takes effect, and the Conditional Capital 2022, as well as Section 4 (6) of the Articles of Association, shall be cancelled upon entry of the Conditional Capital 2026 proposed below under Section I.9. c) in the Company's Commercial Register.

b) New authorization to issue convertible bonds and/or warrant bonds, and to exclude the subscription right

(1) Authorization period, term, nominal amount, share capital, possible arrangements, consideration

The Managing Board is authorized until February 4, 2031, to issue bearer and/or registered convertible bonds and/or warrant bonds, or a combination of these instruments (including all the possible arrangements provided for in this resolution, hereinafter also referred to collectively as **"Bonds"**) in the total nominal amount of up to EUR 6,000,000,000 with or without term limitation, and to grant to the holders or creditors of such Bonds (hereinafter also referred to collectively as **"Holders"** or **"Creditors"**) conversion or warrant rights in respect of registered no-par value shares of Siemens Healthineers AG (**"Siemens Healthineers Shares"**) representing in total a notional pro rata amount of the share capital of up to EUR 112,800,000 according to the detailed provisions of the terms and conditions of convertible bonds and warrant bonds (hereinafter also referred to as **"Terms and Conditions of Bonds"**).

The authorization extends to all Bonds that are subject to the legal requirements set out in Section 221 AktG. The Terms and Conditions of Bonds may also provide for a conversion or warrant obligation at the end of the term or at another point in time. They may also provide for exchange rights of the issuing company or Siemens Healthineers AG, particularly rights to replace the originally owed performance with Siemens Healthineers Shares (also as exchange right, replacement authority, or redemption option), and thereby, upon issuance or subject to a separate exchange declaration by the issuing company or Siemens Healthineers AG or under other prerequisites, establish the obligation to deliver Siemens Healthineers Shares or conversion or warrant rights or conversion or warrant obligations in respect of Siemens Healthineers Shares (in any combination) at the end of the term or at other points in time. The Bonds may be issued for financing purposes (raising debt or equity capital), but also for other purposes, such as optimizing the Company's capital structure.

The Bonds may also be issued by direct or indirect subsidiaries of Siemens Healthineers AG (**"Siemens Healthineers Companies"**); in this case, the Managing Board is authorized to assume, with the approval of the Supervisory Board, the required guarantees for the issuing company and to grant Siemens Healthineers Shares to the Holders of such Bonds or conversion/warrant rights in respect of Siemens Healthineers Shares, and to make the further declarations and take the actions required to issue the Bonds.

The Bonds may be issued against contribution in cash and/or in kind, particularly in exchange for a participation in other companies. In case of warrant bonds, the issuance may also be made against contribution in kind, provided that the terms and conditions of the warrants specify that the warrant price per Siemens Healthineers Share is to be paid for completely in cash upon exercise. The nominal amount or an issue price below the nominal amount of Bonds must be chosen in such a way as to ensure that it equals at least the pro rata amount of the share capital attributable to the Siemens Healthineers Shares to be subscribed in accordance with the Terms and Conditions of Bonds at the time of issuance; therefore, it must not necessarily be higher than this amount.

The Terms and Conditions of Bonds may provide for servicing from a conditional capital, particularly the new Conditional Capital 2026 to be created in connection with this authorization, but also, exclusively or at the Company's discretion, alternatively, servicing with Siemens Healthineers Shares from an authorized capital or from an existing or to be acquired reserve of treasury shares of Siemens Healthineers AG or of the Siemens Healthineers Companies, or, instead of the delivery of Siemens Healthineers Shares, the payment of an equivalent amount of money or delivery of other securities tradable on a trading venue within the meaning of Section 2 (22) German Securities Trading Act (*Wertpapierhandelsgesetz*); if an equivalent amount of money is paid, it shall be equivalent to the average price of the Siemens Healthineers Share in the closing auction in the Xetra trading system (or a comparable successor system) over the last ten to twenty stock exchange trading days after announcement of the cash compensation, in accordance with the detailed provisions of the Terms and Conditions of Bonds.

In addition to euros, the Bonds may also be issued in the legal currency of an OECD country, based on the corresponding euro equivalent of the permissible total nominal amount. The permissible total nominal amount shall be determined by converting into euros the nominal value of the Bond on the day of the determination of the terms and conditions of the Bonds.

The Bonds may be issued once or several times, subordinated or unsubordinated, in whole or in part, and simultaneously in different tranches. All partial bonds of a respective tranche issued shall convey equal-ranking rights and obligations. If a Bond conveys an obligation to deliver Siemens Healthineers Shares or conversion or warrant rights or conversion or warrant obligations in respect of Siemens Healthineers Shares only after issuance of an exchange declaration by the issuing company or Siemens Healthineers AG, the corresponding declaration must be issued by February 4, 2031.

(2) Convertible bonds

When convertible bonds are issued, the Holders or Creditors of the convertible bonds receive the right or bear the obligation to convert their convertible bonds into Siemens Healthineers Shares in accordance with the detailed provisions of the Terms and Conditions of Bonds.

(3) Warrant bonds

When warrant bonds are issued, warrant rights, particularly in the form of one or more warrants, shall be attached to each (partial) bond, giving the Holder or Creditor the right or obligation to subscribe Siemens Healthineers Shares, or conveying exchange rights of the issuing company or Siemens Healthineers AG, in accordance with the detailed provisions of the Terms and Conditions of Bonds. The corresponding warrants may be separable from the respective bonds.

(4) Conversion or exchange or subscription ratio, share capital attributable to the shares

The conversion, exchange, or subscription ratio is calculated by dividing the nominal amount or issue price below the nominal amount of a convertible bond or, when a warrant bond is exercised, the amount owed according to its terms and conditions by the respective conversion or warrant price specified for one Siemens Healthineers Share.

In addition, the Terms and Conditions of Bonds may also provide that the conversion, exchange or subscription ratio is variable and may be rounded up or down to a whole number; furthermore, an additional payment in cash may be specified. Moreover, it may be specified that fractions will be combined and/or paid in cash or that an additional cash payment will be made for them. In no case may the pro rata amount of the share capital attributable to the shares to be issued upon the exercise of a conversion or exchange or warrant right exceed the nominal amount and issue amount (if it is below the nominal amount) of the Bond.

(5) Conversion and warrant price

The conversion or warrant price per share may not be less than 80% of the price of the Siemens Healthineers Share in the Xetra trading system (or a comparable successor system). The determining factor for this is the average closing price on the ten stock exchange trading days prior to the final determination of the terms and conditions of the Bonds.

If the subscription right of shareholders is not excluded, the price on the stock exchange trading days during the subscription period may be used instead (with the exception of the days during the subscription period that are required to make a timely announcement of the conversion or warrant price pursuant to Section 186 (2) AktG).

In the case of Bonds conveying a conversion or warrant obligation or an exchange right of the issuing company or Siemens Healthineers AG to deliver Siemens Healthineers Shares, the conversion or warrant price or the reference price of the Siemens Healthineers Share applied for the purpose of determining the conversion or warrant price must be at least equal to (i) the aforementioned minimum price or (ii) the average volume-weighted price of the Siemens Healthineers Share on at least three stock exchange trading days in the Xetra trading system (or a comparable successor system) immediately before the determination of the conversion or warrant price in accordance with the detailed provisions of the Terms and Conditions of Bonds, even if this average price and the determining conversion or warrant price derived from it are less than the aforementioned minimum price (80%). Section 9 (1) and Section 199 (2) AktG each remain unaffected.

(6) Dilution protection and adjustments

The authorization also includes the possibility of granting dilution protection in certain cases or making adjustments in accordance with the detailed provisions of the Terms and Conditions of Bonds. Dilution protection or adjustments may be provided for particularly if there are changes in the Company's capital (such as a capital increase or reduction or share split), but also in connection with dividend payments, the issuance of additional convertible bonds or warrant bonds, conversion measures, and other events affecting the value of the conversion or warrant rights or conversion or warrant obligations or exchange rights that occur during the term of the Bonds or warrants (such as when a third party gaining control). Dilution protection or adjustments may particularly be provided for by granting subscription rights, changing the conversion or warrant price, and changing or granting cash components.

(7) Authorization to specify further terms and conditions

The Managing Board is authorized to specify the issuance conditions and other terms and conditions of the Bonds or warrants, particularly including but not limited to volume, timing, interest rate, issue price, term and denomination, conversion or warrant price, and conversion or warrant period. Insofar as the Bonds are issued by a Siemens Healthineers Company, the Managing Board is authorized to determine the further terms and conditions of the Bonds or warrants in agreement with the issuing Siemens Healthineers Company.

(8) Subscription right, authorization to exclude the subscription right

The Bonds are generally to be offered to the shareholders for subscription; they may also be issued to credit institutions and other issuing companies within the meaning of Section 186 (5) sentence 1 AktG with the obligation to offer them to the shareholders for subscription (indirect subscription right). However, the Managing Board is authorized, with the approval of the Supervisory Board, to exclude the subscription right,

- if the Bonds are issued in exchange for payment in cash and the issue price for a Bond is not significantly lower than its theoretical market value determined on the basis of recognized mathematical methods. The notional pro rata amount of the share capital attributable to shares to be issued or to be granted on the basis of this authorization may not exceed 20% of the share capital existing at the time when this authorization becomes effective or – if this value is lower – at the time when this authorization is utilized. When calculating the aforementioned limit, shares have to be taken into account that are issued or disposed of in direct or analogous application of Section 186 (3) sentence 4 AktG during the term of this authorization until the point in time of its use, and also shares that have been issued or granted or are to be issued or granted on the basis of a convertible bond and/or warrant bond issued during the term of this authorization with the exclusion of the subscription right pursuant to Section 186 (3) sentence 4 AktG;
- if the Bonds are issued in exchange for in-kind contribution or consideration, particularly in connection with corporate mergers or for the acquisition (also indirect) of companies, establishments, parts of companies, equity interests, or other assets or claims to the acquisition of assets, including receivables due from the Company or the Siemens Healthineers Companies;
- to the extent required for fractional amounts resulting from the subscription ratio;
- in order to grant Holders or Creditors of conversion or warrant rights in respect of shares of the Company that have been issued or guaranteed by the Company and/or a Siemens Healthineers Company, or corresponding conversion or warrant obligations subscription rights as compensation for effects of dilution to the amount in which they would be entitled to such rights upon exercising these rights or fulfilling these obligations.

c) Creation of a new Conditional Capital 2026

The share capital shall be conditionally increased by up to EUR 112,800,000 by issuing up to 112,800,000 registered no-par value shares in accordance with the provision proposed for the Articles of Association under Section I.9.d) below.

d) Amendment of the Articles of Association

Section 4 (6) of the Articles of Association is amended to read as follows:

“(6) The share capital is conditionally increased by up to EUR 112,800,000 (Conditional Capital 2026). The conditional capital increase will be implemented by issuing up to 112,800,000 registered no-par value shares only to the extent the holders or creditors of convertible bonds or of warrants from warrant bonds that are issued by Siemens Healthineers AG or by a direct or indirect subsidiary of Siemens Healthineers AG until February 4, 2031, on the basis of the authorization of the Managing Board by the Annual Shareholders' Meeting of February 5, 2026, exercise their conversion/warrant rights, fulfill their conversion/warrant obligations or if shares are delivered under the put option, and only to the extent that no other forms of servicing are used. The issue of the new shares shall be made at the conversion/warrant prices to be determined, subject to the above authorization resolution, in the terms and conditions of the bonds or warrants. The new shares participate in the profits from the beginning of the fiscal year during which they were issued. To the extent permitted by law, the Managing Board may, with the approval of the Supervisory Board, stipulate the profit participation in deviation from this and from Section 60 (2) of the German Stock Corporation Act (AktG) and may also stipulate that the new shares shall participate in profits from the beginning of a fiscal year that has already ended and for which no resolution on the appropriation of the unappropriated net income has been adopted by the Annual Shareholders' Meeting at the time of their issuance. The Managing Board is authorized to determine the further details of the capital increase and its implementation.”

e) Authorization of the Supervisory Board to adjust the Articles of Association

The Supervisory Board is authorized to amend the wording of Section 4 of the Articles of Association with respect to the respective utilization of the Conditional Capital 2026. The same applies accordingly in the event of non-utilization of the authorization to issue convertible bonds and/or warrant bonds after expiration of the authorization period, and in the event of non-utilization or incomplete utilization of the Conditional Capital 2026 after the expiration of all conversion or warrant periods.

As of the day when the Annual Shareholders' Meeting is convened, the written report of the Managing Board on the reasons for which it is to be authorized to exclude the subscription right of shareholders will be available at → siemens-healthineers.com/asm and will also be available there during the Annual Shareholders' Meeting.

As of the day when the Annual Shareholders' Meeting is convened, a synopsis of the Articles of Association will also be available at → siemens-healthineers.com/asm and will also be available there during the Annual Shareholders' Meeting.

10. To resolve on the revocation of the authorization to acquire and use treasury shares pursuant to Section 71 (1) No. 8 German Stock Corporation Act, with concurrent new authorization to acquire and use treasury shares pursuant to Section 71 (1) No. 8 German Stock Corporation Act and to exclude the subscription and tender right

On February 15, 2022, the Annual Shareholders' Meeting resolved an authorization to acquire and use treasury shares pursuant to Section 71 (1) No. 8 AktG under Agenda Item 8. The existing authorization, which remains in effect until February 14, 2027, shall now be revoked and renewed ahead of time, in order to maintain the necessary flexibility for the Company if the Annual Shareholders' Meeting to be held in 2027 takes place after February 14, 2027.

Therefore, the Managing Board and the Supervisory Board propose the following resolution:

a) Revocation of the authorization to acquire and use treasury shares

Upon effectiveness of the resolution on the authorization to acquire and use treasury shares set out below under Section I. 10. b), the authorization of the Managing Board to acquire and use treasury shares pursuant to Section 71 (1) No. 8 AktG of February 15, 2022, shall be revoked insofar as it has not been utilized.

b) New authorization to acquire treasury shares

The Company is authorized in the time until February 4, 2031, to acquire treasury shares up to an amount equivalent in total to 10% of the share capital existing at the time when the resolution is adopted by the Annual Shareholders' Meeting or – if this value is lower – at the time when the authorization is utilized, for any permissible purpose. The shares acquired under this authorization together with other shares of the Company held by the Company or attributable to it pursuant to Section 71d and Section 71e (1) sentence 1 AktG may not exceed more than 10% of the relevant share capital at any time.

c) Modalities of acquiring treasury shares

Shares of Siemens Healthineers AG ("**Siemens Healthineers Shares**") shall be acquired in one of the following ways, at the Managing Board's discretion: (1) on the stock exchange, (2) by means of a public tender offer to all shareholders, or (3) by means of a public exchange offer in exchange for shares in a listed company within the meaning of Section 3 (2) AktG. Offers according to paragraphs (2) and (3) may also be made by means of a request for the submission of offers.

Siemens Healthineers Shares may be acquired by the Company itself, by direct or indirect subsidiaries of Siemens Healthineers AG ("**Siemens Healthineers Companies**"), or by third parties acting on behalf of the Company or the Siemens Healthineers Companies.

- (1) If the Siemens Healthineers Shares are acquired on the stock exchange, the purchase price paid per Siemens Healthineers Share (excluding incidental acquisition costs) may not be more than 10% higher than and not more than 20% lower than the price of a Siemens Healthineers Share calculated on the stock exchange trading day by the opening auction in the Xetra trading system (or a comparable successor system).
- (2) If the Siemens Healthineers Shares are acquired by means of a public purchase offer, the purchase price paid per Siemens Healthineers Share (excluding incidental acquisition costs) may not be more than 10% higher than and not more than 20% lower than the average closing price of a Siemens Healthineers Share in the Xetra trading system (or a comparable successor system) on the fourth, third, and second stock exchange trading day prior to the Managing Board's decision on the offer or the acceptance of the offers from shareholders.

- (3) If the Siemens Healthineers Shares are acquired by means of a public exchange offer in exchange for shares in a listed company within the meaning of Section 3 (2) AktG ("**Exchange Shares**"), a certain exchange ratio may be specified or even determined by way of an auction procedure. A cash payment may also be made as a purchase price payment supplementing the offered exchange or as compensation for fractional amounts. In each one of these procedures, the exchange price offered by the Company (in the form of one or more Exchange Shares, any fractional shares, and any cash component) per Siemens Healthineers Share (excluding incidental acquisition costs) may not be more than 10% higher and not more than 20% lower than the determining price of a Siemens Healthineers Share. The relevant value of the Siemens Healthineers Shares and the Exchange Shares shall be determined on the basis of their respective closing price in the Xetra trading system (or a comparable successor system) on the fourth, third, and second stock exchange trading day prior to the Managing Board's decision on the offer or the acceptance of offers from shareholders. If the Exchange Shares are not traded in the Xetra trading system, the closing price of that stock exchange on which the Exchange Shares reached the highest trading volumes in the previous calendar year shall be determining.

In the cases referred to in paragraphs (2) and (3) above, the volume of the offer may be limited. If the number of Siemens Healthineers Shares tendered or offered for purchase or exchange by the Company in total exceeds the volume intended for purchase, the tender right of shareholders may be excluded in the ratio of the respectively tendered or offered Siemens Healthineers Shares per shareholder. In addition, a preferential consideration or acceptance of lower share numbers up to 150 tendered or offered Siemens Healthineers Shares per shareholder and commercial rounding may be specified.

If, after publication of a purchase or exchange offer, there are price deviations from the price or a price range specified in connection with a request for the submission of offers that may be significant for the success of the offer, the price or price range may be adjusted during the offering period or in the time until acceptance. In this case, the 10%-more-than and 20%-less-than limits imposed on the purchase or exchange price refer to the respectively applicable closing price of the Siemens Healthineers Share and where applicable, the Exchange Share on the last stock exchange trading day prior to the final Managing Board's decision on any adjustment to be made.

The Managing Board shall determine the further details of the chosen method of acquisition. It may also specify additional terms and conditions.

d) Authorization to use treasury shares

The Managing Board is authorized to use the treasury shares acquired on the basis of this or previous authorizations pursuant to Section 71 (1) No. 8 AktG in addition to selling them on the stock exchange or offering them to all shareholders in proportion to their shareholdings for any permissible purpose, particularly as follows:

- (1) They may be cancelled without the cancellation or its implementation requiring a further resolution of the Shareholders' Meeting. Such cancellation may be effected by way of a capital decrease or without a capital decrease by adjusting the pro rata amounts of the remaining no-par value shares in the Company's share capital. In this case, the Managing Board is authorized to adjust the number of no-par value shares stated in the Articles of Association.
- (2) They may be used for purposes of the share-based compensation or employee share ownership programs of the Company or of Siemens Healthineers Companies and issued to persons who are or have been employed by the Company or a Siemens Healthineers Company and to members of the governing bodies of Siemens Healthineers Companies. They may be particularly offered for purchase, promised, or transferred to the aforementioned persons and governing body members with or without payment of valuable consideration, provided that the work, employment, or governing body member relationship is active at the time of such an offer, promise, or transfer. Within the scope of the aforementioned share ownership programs, Siemens Healthineers Shares may also be issued to third parties (such as credit institutions, investment institutions, or other institutions meeting the definitions of Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) German Banking Act (Gesetz über das Kreditwesen; "**KWG**"), which will transfer the shares or beneficial ownership of the shares and/or economic benefits of the shares to the participants of the aforementioned programs.
- (3) With the approval of the Supervisory Board, they may be offered and transferred in exchange for in-kind consideration, particularly in connection with corporate mergers or for the acquisition (also indirect) of companies, establishments, parts of companies, equity interests, or other assets or claims to the acquisition of assets, including receivables due from the Company or the Siemens Healthineers Companies.
- (4) With the approval of the Supervisory Board, they may be sold in exchange for cash payment by other means besides the sale on the stock exchange if the sale price is not significantly lower than the stock exchange price of a Siemens Healthineers Share. The notional pro rata amount of the share capital attributable to the shares used in this way may not exceed 20% of the share capital existing at the time when this authorization becomes effective or – if this value is lower – at the time when this authorization is utilized. When calculating the aforementioned limit, shares have to be taken into account that are issued or disposed of in direct or analogous application of Section 186 (3) sentence 4 AktG during the term of this

authorization until the point in time of its use, and also shares that have been issued or granted or are to be issued or granted on the basis of a convertible bond and/or warrant bond issued during the term of this authorization with the exclusion of the subscription right pursuant to Section 186 (3) sentence 4 AktG.

- (5) They may be used to service or hedge acquisition rights or obligations to Siemens Healthineers Shares, particularly arising from and in connection with convertible bonds and/or warrant bonds issued by the Company and/or a Siemens Healthineers Company. In addition, the Managing Board is authorized to exclude the subscription right in order to grant subscription rights to the holders or creditors of conversion or warrant rights in respect of shares of the Company or the corresponding conversion or warrant obligations to compensate for dilutive effects to the extent they would have been entitled to after exercising such rights or fulfilling such obligations, and to use treasury shares to service such subscription rights.

e) Authorization of the Supervisory Board

The Supervisory Board is authorized to use treasury shares acquired on the basis of this or previous authorizations as follows: They may be used to service acquisition rights or obligations to Siemens Healthineers Shares agreed with or to be agreed with members of the Managing Board of Siemens Healthineers AG in connection with Managing Board compensation policies. They may particularly be offered for acquisition, promised, or transferred to members of the Managing Board of Siemens Healthineers AG, provided that the Managing Board employment or governing body relationship is active at the time of such offer, promise, or transfer. The Supervisory Board determines the details of the compensation for Managing Board members.

f) Other conditions

The authorizations set out in this resolution may be utilized independently of each other, once or several times, individually or collectively, in full or in part. Furthermore, acquired treasury shares may also be transferred to Siemens Healthineers Companies.

g) Exclusion of the subscription right

The subscription right of shareholders to acquire treasury shares is excluded insofar as these shares are used under the foregoing authorizations under Section I. 10. d) numbers (2) to (5) and Section I. 10. e). Finally, the subscription right may be excluded for fractional amounts in the case of an offer to all shareholders to acquire treasury shares.

As of the day when the Annual Shareholders' Meeting is convened, the written report of the Managing Board on the reasons for which it is to be authorized to exclude the subscription and tender right of shareholders will be available at → siemens-healthineers.com/asm and will also be available there during the Annual Shareholders' Meeting.

11. To resolve on the authorization to use derivatives in the context of acquiring treasury shares pursuant to Section 71 (1) No. 8 German Stock Corporation Act and to exclude the subscription and tender right

In addition to the authorization to acquire treasury shares pursuant to Section 71 (1) No. 8 AktG proposed under Agenda Item 10, an authorization to acquire treasury shares also with the use of derivatives and to conclude the corresponding derivative transactions shall be granted as well. To the extent that derivative transactions are also permitted without an authorization of the Annual Shareholders' Meeting, such transactions remain unaffected by the following authorization.

Therefore, the Managing Board and the Supervisory Board propose the following resolution:

a) Authorization

In addition to the authorization to acquire treasury shares pursuant to Section 71 (1) No. 8 AktG proposed under Agenda Item 10, shares of Siemens Healthineers AG ("**Siemens Healthineers Shares**") may be acquired, aside from the manner described therein, by using certain derivatives, and authorizing the use of derivatives under which the Company is obligated to acquire treasury shares.

This authorization shall remain in effect until February 4, 2031. It may be utilized in full or in part, once or in several transactions, including different transactions or transactions related to otherwise permissible transactions that do not fall under this authorization, by the Company, direct or indirect subsidiaries of Siemens Healthineers AG ("**Siemens Healthineers Companies**"), or by third parties acting on behalf of the Company or the Siemens Healthineers Companies. Options may be sold that obligate the Company to acquire Siemens Healthineers Shares upon exercise of the option ("**Put Options**"). In addition, options may be acquired and exercised that give the Company the right to acquire Siemens Healthineers Shares upon exercise of the option ("**Call Options**"). Furthermore, the Company may enter into forward purchase agreements to

buy Siemens Healthineers Shares with more than two stock exchange trading days between the conclusion of the purchase agreement and the delivery of shares purchased ("**Forward Purchases**"). Finally, Siemens Healthineers Shares may be acquired using a combination of Put Options, Call Options, and/or Forward Purchases (including all the possible arrangements provided for in this resolution, hereinafter also referred to collectively as "**Derivatives**"). The Derivative transactions shall be concluded with a credit institution or enterprises operating under Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) KWG or a consortium of such credit institutions or enterprises.

The acquisition of treasury shares using Derivatives shall be limited to shares representing no more than 5% of the share capital existing at the time when the resolution is adopted by the Annual Shareholders' Meeting or – if this value is lower – at the time when the authorization is utilized. This limitation applies in addition to the share-capital-related limits specified in the authorization proposed under Letter b) of Agenda Item 10. To be included in the calculation of these limits are treasury shares acquired by utilizing the authorization proposed in this Agenda Item 11. The term of a Derivative may not exceed 18 months and must be chosen in such a way as to ensure that the acquisition of shares effected by exercising the Derivative does not take place after February 4, 2031.

b) Principle of equal treatment

It must be ensured in the terms and conditions of the Derivatives that the Derivatives are only serviced with shares acquired in accordance with the principle of equal treatment (Gleichbehandlungsgrundsatz). The acquisition on the stock exchange fulfills this principle.

c) Purchase price

The purchase price to be paid per Siemens Healthineers Share agreed in each Derivative upon the exercise of a Put Option or in fulfillment of a Forward Purchase may not be more than 10% higher and not more than 30% lower than the average closing price of a Siemens Healthineers Share in the Xetra trading system (or a comparable successor system) on the fourth, third, and second stock exchange trading day prior to the conclusion of the corresponding Derivative transaction (in all cases excluding incidental acquisition costs, but including the option premium received or paid).

The purchase price to be paid per Siemens Healthineers Share agreed in each Derivative upon the exercise of a Call Option may not be more than 10% higher and not more than 10% lower than the average closing price of a Siemens Healthineers Share in the Xetra trading system (or a comparable successor system) on the fourth, third, and second stock exchange trading day prior to the conclusion of the corresponding Derivative transaction.

The purchase price paid by the Company for Derivatives may not be significantly higher, and the sale price collected by the Company for Derivatives may not be significantly lower than the theoretical market value of the corresponding Derivative as determined on the basis of recognized mathematical methods, the calculation of which is to include the agreed exercise price, among other factors.

d) Exclusion of the right to conclude Derivative transactions

If treasury shares are acquired by using Derivatives in observance of the foregoing provisions, any right of shareholders to conclude such Derivative transactions with the Company is excluded in accordance with Section 186 (3) sentence 4 AktG.

e) Use of treasury shares

The provisions set out under Agenda Item 10 Letters d) through g) above apply accordingly to the use of treasury shares by using Derivatives.

As of the day when the Annual Shareholders' Meeting is convened, the written report of the Managing Board on the reasons for which it is to be authorized to exclude the subscription and tender right of shareholders will be available at → [siemens-healthineers.com/asm](https://www.siemens-healthineers.com/asm) and will also be available there during the Annual Shareholders' Meeting. The report is presented together with the report on Agenda Item 10.

II. Further information and details

1. Total number of shares and voting rights

As of the day when the Annual Shareholders' Meeting is convened, the Company's share capital amounts to 1,128,000,000 registered no-par value shares, with each share granting one vote. Thus, the total number of shares and voting rights amounts to 1,128,000,000. Of these 1,128,000,000 no-par value shares, 11,196,059 shares were held as treasury shares from which the Company derives no rights as of September 30, 2025.

2. Virtual Annual Shareholders' Meeting

The Annual Shareholders' Meeting will be held as a virtual Annual Shareholders' Meeting pursuant to Section 118a AktG. Therefore, a physical presence of the shareholders or their authorized representatives (with the exception of the proxy representatives designated by the Company) at the venue of the Annual Shareholders' Meeting is excluded. All shareholders and their authorized representatives may follow the live audio and video transmission of the entire Annual Shareholders' Meeting on February 5, 2026, at 10:00 a.m. (CET), via the Shareholder Portal at → siemens-healthineers.com/asm. Section II. 3. a) describes how shareholders and their authorized representatives obtain access to the Shareholder Portal.

Furthermore, the Annual Shareholders' Meeting will be streamed in full and freely available on the internet at → siemens-healthineers.com/asm. A recording of the speeches of the Chairperson of the Supervisory Board and the Chief Executive Officer, but not of the entire Annual Shareholders' Meeting, will be available after the Annual Shareholders' Meeting at the same internet address.

To facilitate the preparation process for shareholders and their authorized representatives, the key items that the Chairperson of the Supervisory Board and the Chief Executive Officer will address in their speeches will be provided voluntarily at → siemens-healthineers.com/asm a few days before the Annual Shareholders' Meeting. The right to modify the speeches for the day of the Annual Shareholders' Meeting remains reserved.

Neither the live transmission of the Annual Shareholders' Meeting via the internet nor following the Annual Shareholders' Meeting via the Shareholder Portal allow for participation at the Annual Shareholders' Meeting pursuant to Section 118 (1) sentence 2 AktG or any exercise of the voting right pursuant to Section 118a (1) sentence 2 No. 2 AktG.

All members of the Managing Board and the Supervisory Board intend to attend the entire Annual Shareholders' Meeting.

3. Prerequisites for participating and exercising the voting right

a) Access to the Shareholder Portal and electronic connection to the Annual Shareholders' Meeting

Shareholders who have duly registered (see Section II. 3. b)) may connect to the Annual Shareholders' Meeting electronically via the Shareholder Portal and in this way participate in the Annual Shareholders' Meeting, follow the live audio and video transmission of the entire Annual Shareholders' Meeting electronically, and exercise the shareholders' rights tied to the Annual Shareholders' Meeting. The Shareholder Portal may be accessed at → siemens-healthineers.com/asm.

To log in to the Shareholder Portal, the shareholder enters his or her shareholder number and the corresponding individual password which is included in the materials sent by the Company. Shareholders who have already registered for electronic delivery of the Notice of Annual Shareholders' Meeting and materials use the password selected by them.

If shareholders do not automatically receive the materials – for example, because they are not entered in the share register by the relevant date on which the materials are sent – the materials will be sent to the shareholders in question upon request. Such a request must be submitted to one of the addresses specified in Section II. 3. b).

Shareholders who have not duly registered for the Annual Shareholders' Meeting also have access to the Shareholder Portal. However, without being duly registered for the Annual Shareholders' Meeting, shareholders are not authorized to connect to the Annual Shareholders' Meeting electronically as participants. Shareholders who have not duly registered may therefore only follow the live audio and video transmission of the Annual Shareholders' Meeting as spectators (as described in Section II. 2.). However, they may not exercise shareholders' rights tied to the Annual Shareholders' Meeting, such as the voting right.

Section II. 3. h) describes how authorized representatives obtain access to the Shareholder Portal.

b) Registration

Only shareholders who have registered for the Annual Shareholders' Meeting by no later than

midnight (CET) on January 29, 2026,

and who are, on the day of the Annual Shareholders' Meeting, entered in the share register with the shares for which they submitted the registration are entitled to exercise shareholders' rights tied to the Annual Shareholders' Meeting, particularly the voting right, either in person or by authorized representatives.

The registration must be received by the Company in German or English either electronically via the Shareholder Portal at → siemens-healthineers.com/asm (possible from the begin of distribution of notice and materials of the Annual Shareholders' Meeting), or in text form (Section 126b German Civil Code (*Bürgerliches Gesetzbuch*; "BGB")) via one of the following channels; the time at which the registration is received by the Company will be authoritative in determining whether the registration deadline has been observed.

Siemens Healthineers AG
c/o Computershare Operations Center
80249 Munich, Germany
email: → anmeldestelle@computershare.de

Pursuant to Section 67c AktG, the registration may also be transmitted via intermediaries to one of the above-mentioned addresses or via the below-mentioned SWIFT address. Shareholders who wish to use this option are requested to contact their respective last intermediary, e.g., their custodian bank.

SWIFT: CMDHDEMMXXX; instructions pursuant to ISO 20022;
authorization via SWIFT Relationship Management Application (RMA) required

c) Relevant date for entry in the share register (technical record date)

Exercise of shareholders' rights tied to the Annual Shareholders' Meeting, particularly the voting right, is based on the shareholding evidenced by an entry in the share register on the day of the Annual Shareholders' Meeting. However, it should be noted that, for reasons of technical processing, a registration stop will be in effect – i.e., no entries or deletions will be made in the share register – from the point in time at which the registration period ends at 00:00 hours (CET) on January 30, 2026, until the end of the day on which the Annual Shareholders' Meeting is held, i.e., midnight (CET) on February 5, 2026. The technical record date for exercising shareholders' rights tied to the Annual Shareholders' Meeting, particularly the voting right, is, therefore, midnight (CET) on January 29, 2026 (so-called technical record date).

d) Dispositions of shares

Registration for the Annual Shareholders' Meeting does not result in the shares being blocked or locked. Consequently, shareholders may still freely dispose of their shares even after being registered and irrespective of the registration stop (technical record date). However, persons who acquire shares and whose applications for registration in the Company's share register are not received on time by the Company may not exercise shareholders' rights tied to the Annual Shareholders' Meeting, particularly the voting right, which are conferred by those shares at the Annual Shareholders' Meeting, unless they obtain authorization to act as an authorized representative or to exercise said rights.

e) Exercising the voting right

Shareholders may exercise their voting right personally or through authorized representatives such as intermediaries, shareholders' associations, proxy advisors, or other third parties. The shareholders or their authorized representatives will be able to exercise the voting right exclusively by absentee voting (particularly by means of electronic communication) (see Section II. 3. f)) or by issuing proxy authorization and instructions to the proxy representatives designated by the Company (see Section II. 3. g)).

f) Absentee voting

Shareholders or their authorized representatives may submit their votes by absentee voting (particularly by means of electronic communication). Due registration is necessary in order to exercise the voting right by absentee voting, see Section II. 3. b).

Absentee votes may be cast, amended, or revoked electronically via the Shareholder Portal at → siemens-healthineers.com/asm by no later than the time specified for voting by the Chairperson of the meeting on the day of the Annual Shareholders' Meeting.

Absentee votes may also be cast, amended, or revoked in text form by postal mail or email or through intermediaries pursuant to Section 67c AktG. In this case, it must be received by the Company via one of the channels stated under Section II. 3. b) by no later than midnight (CET) on February 4, 2026 (the time of receipt being determining). A form for absentee voting in text form by postal mail or email is available to download at → siemens-healthineers.com/asm.

g) Casting votes through the proxy representatives designated by the Company

Shareholders or their authorized representatives may also have their voting right exercised by employees designated by the Company ("proxy representatives designated by the Company"). In this case, due registration is likewise necessary, see Section II. 3. b).

Proxy authorization and instructions to the proxy representatives designated by the Company may be issued, amended, or revoked electronically via the Shareholder Portal at → siemens-healthineers.com/asm by no later than the time specified for voting by the Chairperson of the meeting on the day of the Annual Shareholders' Meeting.

Proxy authorization and instructions to the proxy representatives designated by the Company may also be issued, amended, or revoked in text form by postal mail or email or through intermediaries pursuant to Section 67c AktG. In this case, it must be received by the Company via one of the channels stated under Section II. 3. b) by no later than midnight (CET) on February 4, 2026 (the time of receipt being determining). A form for issuing proxy authorization and instructions to the proxy representatives designated by the Company in text form by postal mail or email is available to download at → siemens-healthineers.com/asm.

By using the Shareholder Portal or returning the form to the Company, proof of authorization is provided to the Company.

Proxy representatives designated by the Company may only vote on those items of the agenda and those motions and nominations for which they have been issued instructions on how to exercise the voting right. The proxy representatives designated by the Company are obligated to vote in accordance with these instructions. If no instructions are issued to them, they will abstain from voting. The proxy representatives designated by the Company will also abstain from voting if an instruction is not clear or is contradictory.

The proxy representatives designated by the Company will not accept instructions for requests to speak at the Annual Shareholders' Meeting, for requests for information, statements, motions, or nominations, for requests to ask for questions to be recorded in the minutes of the notary, or for requests to declare objections to resolutions of the Annual Shareholders' Meeting.

h) Exercising shareholders' rights through authorized representatives; procedure for voting through authorized representatives

Shareholders may also have their voting right and any other shareholders' rights tied to the Annual Shareholders' Meeting exercised through an authorized representative of their choice, in particular through an intermediary, a shareholders' association, or a proxy advisor. In this case, due registration is likewise necessary, see Section II. 3. b).

Authorized representatives may not physically attend the Annual Shareholders' Meeting. However, they may connect to the Annual Shareholders' Meeting electronically via the Shareholder Portal and exercise the voting right on behalf of the shareholders represented by them by absentee voting (particularly by means of electronic communication) (see Section II. 3. f)) or by issuing sub-proxy authorization and instructions to the proxy representatives designated by the Company (see Section II. 3. g)). The particular rules set out below must also be observed.

Shareholders who wish to exercise their voting right at the Annual Shareholders' Meeting through an authorized representative rather than personally must ensure that they grant a proper proxy authorization to the authorized representative. In this case, the following must be noted:

If neither a proxy advisor nor a shareholders' association nor any other intermediary pursuant to Section 135 AktG nor others of equal status pursuant to Section 135 (8) AktG are authorized, the proxy authorization must be granted

- either electronically via the Shareholder Portal or in text form, in each case vis-à-vis the Company,
- or in text form directly to the authorized representative (in this case, proof of proxy authorization must be provided to the Company in text form).

The same applies should a shareholder wish to revoke a proxy authorization.

Proxy authorization may be granted or revoked vis-à-vis the Company electronically via the Shareholder Portal at → siemens-healthineers.com/asm by no later than the time specified for voting by the Chairperson of meeting on the day of the Annual Shareholders' Meeting. Proof of authorization is provided to the Company by using the Shareholder Portal.

Proxy authorization may also be granted or revoked in text form by postal mail or email or through intermediaries pursuant to Section 67c AktG. In this case, it must be received by the Company via one of the channels stated under Section II. 3. b) by no later than midnight (CET) on February 4, 2026 (the time of receipt being determining). A form for granting proxy authorization vis-à-vis the Company in text form by postal mail or email is available to download at → siemens-healthineers.com/asm. Proof of proxy authorization is provided to the Company by returning the form to the Company. Proof of proxy authorization granted to the proxy representative may also be provided to the Company by way of the contact channels stated under Section II. 3. b).

The legal provisions, particularly Section 135 AktG, apply to the authorization of shareholders' associations, proxy advisors, or other intermediaries pursuant to Section 135 AktG, and others of equal status pursuant to Section 135 (8) AktG, and to amending or revoking the proxy authorization and providing proof of proxy authorization. Said provision stipulates that in such cases, the proxy authorization must be granted to a specific authorized representative and kept by that representative in a verifiable form; moreover, the declaration of proxy authorization must be complete and may only contain declarations relating to the exercise of the voting right. The relevant authorized representatives may, however, stipulate special requirements for their own appointment as representatives. Shareholders are therefore asked to consult with the relevant authorized representatives in good time regarding the applicable form and procedure for granting proxy authorization, if necessary.

If an intermediary pursuant to Section 67a (4) AktG is entered in the share register, the intermediary is entitled to cast votes for shares not owned by it only if it has the authorization of the beneficial owner of the shares. The same applies to proxy advisors, shareholders' associations, or other intermediaries pursuant to Section 135 AktG, and others of equal status pursuant to Section 135 (8) AktG.

If shareholders authorize more than one person, the Company shall be entitled to reject one or more of them in accordance with the relevant provisions (cf. Section 134 (3) sentence 2 AktG, Article 10 (2) sub-clause 2 sentence 2 of Directive 2007/36/EC of the European Parliament and of the Council of July 11, 2007 (Shareholder Rights Directive)).

The authorized representative requires individual login details to use the Shareholder Portal. After the proxy authorization is granted vis-à-vis the Company or the proof of proxy authorization is submitted to the Company, the Company will provide the shareholder with the authorized representative's login details for forwarding to the authorized representative or will send the login details directly to the authorized representative. Shareholders wishing to use the option of granting proxy authorization are requested to do so at their earliest convenience and to forward the individual login details to the authorized representative upon any receipt.

i) Further information on the exercise of the voting right, particularly on the relationship between absentee votes, proxy authorizations, and instructions

If declarations concerning the casting, amendment, or revocation of absentee votes or proxy authorizations and instructions to the proxy representatives designated by the Company are received on time by multiple transmission channels, they will always be treated as having precedence in the following order, regardless of the time of receipt: 1. electronically via the Shareholder Portal, 2. pursuant to Section 67c AktG per SWIFT via intermediaries, 3. by email, and 4. by postal mail.

If contradictory, formally valid declarations on the exercise of the voting right are submitted by the same transmission channel, they will always be treated as having precedence in the following order, regardless of the time of receipt: 1. (electronic) absentee vote, 2. proxy authorization and instructions to the proxy representatives designated by the Company, and 3. authorization of a third person (including proxy advisors, shareholders' associations, or other intermediaries pursuant to Section 135 AktG, and others of equal status pursuant to Section 135 (8) AktG).

Declarations which are not clearly attributable to a due registration will not be taken into account. Votes cast or instructions on an item of the agenda which are not clear will be counted as abstention.

If shareholders have authorized a third party (with the exception of the proxy representatives designated by the Company), they may only personally exercise their shareholders' rights tied to the Annual Shareholders' Meeting, including the right to vote and speak, if the corresponding authorization had previously been revoked in accordance with this Notice of Annual Shareholders' Meeting. If shareholders only follow the Annual Shareholders' Meeting live via the Shareholder Portal, this will not be deemed to be a revocation of a previously granted authorization.

Absentee votes cast and instructions to the proxy representatives designated by the Company on Agenda Item 2 (Appropriation of the unappropriated net income) remain valid even if the proposal for the appropriation of the unappropriated net income is amended as a result of a change in the number of shares entitled for the dividend.

If an Agenda Item is put to a vote individually instead of collectively, the absentee vote cast or the instruction to the proxy representatives designated by the Company for that Agenda Item will apply *mutatis mutandis* for each item put to an individual vote.

When exercising shareholders' rights tied to the Annual Shareholders' Meeting, particularly the voting right, shareholders or their authorized representatives should bear in mind that there may be considerable delays in delivery/return delivery if materials relating to the Annual Shareholders' Meeting are sent by postal mail.

4. Information on shareholders' rights (motions, nominations, requests for information, speeches, statements, objections)

(Information pursuant to Section 118a (1), Section 122 (2), Section 126 (1), (4), Section 127, Section 130a, Section 131, Section 245 AktG)

a) Requests for additions to the agenda pursuant to Section 122 (2) German Stock Corporation Act (AktG)

Shareholders whose combined shares are equal to or higher than one-twentieth (5%) of the share capital or the proportional amount of at least EUR 500,000 (the latter being equivalent to 500,000 shares) may request that items be placed on the agenda and be published.

Persons submitting a request must prove that they have held the shares for at least 90 days before the date on which the request is received and that they will hold the shares until the Managing Board decides on the request, with Section 70 AktG being applicable when calculating the time during which the shares have been held. The day on which the request is received will not be counted. The date will not be moved from a Sunday, Saturday, or public holiday to a preceding or subsequent business day. Sections 187 to 193 BGB will not be applied *mutatis mutandis*.

Each new item must be accompanied by a statement of reasons or a formal resolution proposal. The request must be submitted in writing or in electronic form pursuant to Section 126a BGB (i.e., by email stating the name and including a qualified electronic signature) to the Managing Board of Siemens Healthineers AG and be received by the Company no later than midnight (CET) on January 5, 2026 (the time of receipt being determining). Such requests must be submitted to one of the following addresses:

Managing Board of Siemens Healthineers AG
Attn.: Dr. Jürgen Mahr, SHS LC SCF
Karlheinz-Kaske-Str. 5
91052 Erlangen, Germany
email: → hv.team@siemens-healthineers.com

The shareholder number is to be stated for the purpose of allocating the requests for additions to the agenda.

Unless made public at the same time as the Notice of Annual Shareholders' Meeting, requests for additions to the agenda that are required to be published will be published without undue delay upon receipt in the German Federal Gazette (*Bundesanzeiger*) including the name of the shareholder. In addition, such requests will be made available at → [siemens-healthineers.com/asm](https://www.siemens-healthineers.com/asm) and communicated to the shareholders.

b) Counter-motions and nominations pursuant to Section 126 (1), (4), Section 127 German Stock Corporation Act (AktG)

Shareholders may submit to the Company counter-motions to the Managing Board and/or Supervisory Board proposals relating to specific Agenda Items and make nominations for Supervisory Board members, independent auditors or independent auditors of the Sustainability Report. All counter-motions (along with a statement of reasons) and nominations that are to be made available before the Annual Shareholders' Meeting must be submitted to one of the following addresses:

Siemens Healthineers AG
Attn.: Dr. Jürgen Mahr, SHS LC SCF
Karlheinz-Kaske-Str. 5
91052 Erlangen, Germany
email: → hv.team@siemens-healthineers.com

The shareholder number is to be stated for the purpose of allocating counter-motions and nominations.

Counter-motions and nominations by shareholders to be made available, including the name of the shareholder, as well as any statement of reasons to be made available will be – if applicable, with the contents to be supplemented pursuant to Section 127 sentence 4 AktG – posted at → [siemens-healthineers.com/asm](https://www.siemens-healthineers.com/asm) without undue delay upon receipt. Any comments of the management will also be published there. All counter-motions and nominations relating to items on the agenda that are received in German at one of the aforementioned addresses by midnight (CET) on January 21, 2026, will be considered (the time of receipt being determining).

Counter-motions and nominations to be made available pursuant to Section 126 (1) and Section 127 AktG will be deemed to have been submitted at the time when they are made available pursuant to Section 121 (4b) and Section 126 (4) AktG. The voting right on these counter-motions and nominations may be exercised in the manner specified above after due registration. If the shareholder who has submitted the counter-motion and/or nomination is not entered as a shareholder in the share register or is not duly registered for the Annual Shareholders' Meeting, the counter-motion and/or nomination does not have to be discussed at the Annual Shareholders' Meeting.

c) Right to obtain information, submit motions, and speak pursuant to Section 130a (5), (6), Section 131 German Stock Corporation Act (AktG)

Shareholders who have duly registered and are connected electronically to the Annual Shareholders' Meeting or their authorized representatives may request by way of electronic communication that the Managing Board provides information regarding the Company's affairs, the Company's legal and business relationships with affiliated companies, and the position of the Group and any companies included in the Consolidated Financial Statements to the extent that such information is necessary to allow a proper evaluation of an item on the agenda and there is no right to refuse to provide information. In addition, shareholders or their authorized representatives are entitled to ask follow-up questions on all answers given by the Managing Board at the Annual Shareholders' Meeting and on the speeches given at the Annual Shareholders' Meeting.

It is planned that the Chairperson of the meeting will announce at the Annual Shareholders' Meeting that the right, in all its forms, to obtain information pursuant to Section 131 AktG may be exercised at the Annual Shareholders' Meeting exclusively by way of video communication (Section 131 (1f) AktG). No other assertion of the right to obtain information by electronic or other means of communication is planned either before or during the Annual Shareholders' Meeting.

In addition, shareholders who have duly registered and are connected electronically to the Annual Shareholders' Meeting or their authorized representatives are granted a right to speak at the Annual Shareholders' Meeting by way of video communication. Motions and nominations pursuant to Section 118a (1) sentence 2 No. 3 AktG and a request for information pursuant to Section 131 AktG may be part of such a speech during the Annual Shareholders' Meeting.

At the request of the Chairperson of the meeting, speeches, requests for information, or motions must be submitted exclusively via the Shareholder Portal at → siemens-healthineers.com/asm during the Annual Shareholders' Meeting. The Chairperson of the meeting will further explain the procedure for requesting and being allowed to speak at the Annual Shareholders' Meeting.

A stable internet connection with sufficient transmission speed is generally required for the exercise of the right to speak by means of video communication. The Company reserves the right to examine the working order of video communication between shareholders and their authorized representatives on the one hand, and the Company on the other hand, at the Annual Shareholders' Meeting and prior to the speech, and to reject the respective speech if the working order of video communication is not ensured. Recommendations for the optimal functioning of video communication will be explained at → siemens-healthineers.com/asm.

d) Statements pursuant to Section 130a (1) to (4) German Stock Corporation Act (AktG)

Shareholders or their authorized representatives may submit statements relating to items on the agenda, in German or English for publication by the Company by means of electronic communication by email to → hv.stellungnahme@siemens-healthineers.com by midnight (CET) on January 30, 2026 (the time of receipt being determining). The shareholder number is to be stated for the purpose of allocating the statements.

The submitted statements will be published for all duly registered shareholders and their authorized representatives via the Shareholder Portal at → siemens-healthineers.com/asm by no later than midnight (CET) on January 31, 2026. Management's statements, if any, will also be made available there.

A statement may be submitted only in text form and must not exceed 10,000 characters (including spaces).

By submitting the statement, the shareholder or his/her authorized representative consents to the publication of the statement with the disclosure of his/her name.

Shareholders or their authorized representatives shall be given the opportunity to submit statements before the Annual Shareholders' Meeting is held. The procedure described in this Notice of Annual Shareholders' Meeting applies to speeches given during the Annual Shareholders' Meeting as well as motions and nominations. It is pointed out that motions, nominations, or objections to resolutions of the Annual Shareholders' Meeting contained in a statement will not be considered unless they are made or declared in accordance with the relevant procedure. Any questions contained in the statements will likewise not be considered. The option of submitting statements does not convey an option to submit questions in advance pursuant to Section 131 (1a) AktG.

e) Objections to resolutions of the Annual Shareholders' Meeting pursuant to Section 118a (1) sentence 2 No. 8, Section 245 German Stock Corporation Act (AktG)

Shareholders who have duly registered and are connected electronically to the Annual Shareholders' Meeting or their authorized representatives may raise objections to the resolutions of the Annual Shareholders' Meeting to be entered into the minutes kept by the notary from the beginning to the close of the Annual Shareholders' Meeting by the Chairperson of the meeting by means of electronic communication via the Shareholder Portal at → siemens-healthineers.com/asm.

f) Additional explanations

Additional explanations regarding shareholders' rights pursuant to Section 118a (1), Section 122 (2), Section 126 (1), (4), Section 127, Section 130a, Section 131, Section 245 AktG may be found at → siemens-healthineers.com/asm.

5. Internet address

The Notice of Annual Shareholders' Meeting, together with the information and explanations required by law, is also available at → siemens-healthineers.com/asm, where the information pursuant to Section 124a AktG and the currently applicable Articles of Association of the Company may also be found. Pursuant to Section 118a (6) AktG, the materials to be made available will also be made available to electronically connected shareholders or their authorized representatives at the aforementioned internet address during the Annual Shareholders' Meeting.

The voting results will be published at → siemens-healthineers.com/asm after the Annual Shareholders' Meeting. Moreover, confirmation of the votes count pursuant to Section 129 (5) AktG will be provided via the Shareholder Portal at → siemens-healthineers.com/asm after the Annual Shareholders' Meeting and may be downloaded within one month from the day of the Annual Shareholders' Meeting.

6. Information on data privacy

Information on the processing of personal data in connection with the maintenance of the share register and the Annual Shareholders' Meeting is published in the data privacy notice at → siemens-healthineers.com/asm.

Siemens Healthineers AG
The Managing Board

Siemens Healthineers AG

Chairperson of the Supervisory Board: Ralf P. Thomas

Managing Board: Bernhard Montag, Chief Executive Officer;
Darleen Caron, Jochen Schmitz, Elisabeth Staudinger-Leibrecht

Registered Office: Munich, Germany

Commercial Registry: Munich, HRB 237558

Siemens Healthineers AG

Siemensstr. 3
91301 Forchheim, Germany
siemens-healthineers.com

Investor Relations

email: ir.team@siemens-healthineers.com

Press

email: press.team@siemens-healthineers.com

Published by Siemens Healthineers AG
© Siemens Healthineers AG, 2025