



– Convenience translation –

Agenda Items 7 and 8: Synopsis of the Articles of Association of der Siemens Healthineers AG

Amendment of Section 2, Section 7 (1), (3) and (4), Section 8 (1) until (4), Section 10 (2), Section 11 (5) and Section 12 (1) and addition of a new paragraph 3 of Section 10 of the Articles of Association

Current version	Proposed amendment (mark-up)	Proposed amendment (clean)
I. General Provisions § 2 Object of the Company	I. General Provisions § 2 Object of the Company	I. General Provisions § 2 Object of the Company
(1) The object of the Company is to manage a group of companies that operate in the following areas: development, manufacture, sale, supply, installation and maintenance of all types of medical devices, systems and solutions, as well as research, development, manufacture, sale, supply and maintenance of diagnostic products, including all types of systems.	(1) The object of the Company is to manage a group of companies that operate in the following areas: <u>research,</u> development, <u>and</u> manufacture <u>of, the sale and trade with, the</u> supply, installation, <u>and</u> maintenance, <u>and use of all types of</u> medical devices <u>and products, as well as</u> systems, <u>and</u> solutions <u>and business models of all types in connection with this range of services (including electronic data processing and transfer, software, and self-learning systems), also in related fields of</u>	(1) The object of the Company is the research, development, and manufacture of, the sale and trade with, the supply, installation, maintenance, and use of medical devices and products, as well as systems, solutions and business models of all types in connection with this range of services (including electronic data processing and transfer, software, and self-learning systems), also in related fields of activities, as well as the provision of any services in connection with the aforementioned. This

Current version	Proposed amendment (mark-up)	Proposed amendment (clean)
	<p><u>activities, as well as the provision of any services in connection with the aforementioned. This also includes devices and products derived from medical technologies. Furthermore, the Company may also engage in business of any kind and take any and all measures related to, or which are deemed to be directly or indirectly useful in promoting, the above activities.</u></p> <p>research, development, manufacture, sale, supply and maintenance of diagnostic products, including all types of systems.</p>	<p>also includes devices and products derived from medical technologies. Furthermore, the Company may also engage in business of any kind and take any and all measures related to, or which are deemed to be directly or indirectly useful in promoting, the above activities.</p>
<p>(2) The Company itself may also operate in the areas specified in sub-clause (1) above. It is entitled to carry out all activities and measures and all operations that are associated with the object of the Company or suitable to directly or indirectly serve the object of the Company. The Company may establish, purchase or participate in other companies in Germany and abroad, manage such companies or restrict itself to managing its participation. The Company may cause affiliates to partially or in full manage its operations, including</p>	<p>(2) The Company itself may also operate in the areas specified in sub-clause (1) above. It is entitled to carry out all activities and measures and all operations that are associated with the object of the Company or suitable to directly or indirectly serve the object of the Company. The Company may establish, purchase or participate in other companies in Germany and abroad, manage such companies or restrict itself to managing its participation. The Company may cause affiliates to partially or in full manage its operations, including participation held by the Company, may</p>	<p>(2) The Company may realize its object itself or through consolidated subsidiaries or associated companies (including joint ventures). It can confine itself to some of the activities specified in paragraph 1. The Company can set up associated companies, acquire participating interests and change them structurally, bring them under uniform control or may limit itself to managing the participating interest, sell participating interests and also conclude enterprise and cooperation agreements of any kind.</p>

Current version	Proposed amendment (mark-up)	Proposed amendment (clean)
<p>participation held by the Company, may transfer or outsource operations or participation to such affiliates, or enter into inter-company agreements. The Company may establish branch offices and facilities in Germany and abroad. It shall be free to restrict its operation to a part of the fields of work defined in sub-clause (1).</p>	<p>transfer or outsource operations or participation to such affiliates, or enter into inter-company agreements. The Company may establish branch offices and facilities in Germany and abroad. It shall be free to restrict its operation to a part of the fields of work defined in sub-clause (1).</p> <p><u>(2) The Company may realize its object itself or through consolidated subsidiaries or associated companies (including joint ventures). It can confine itself to some of the activities specified in paragraph 1. The Company can set up associated companies, acquire participating interests and change them structurally, bring them under uniform control or may limit itself to managing the participating interest, sell participating interests and also conclude enterprise and cooperation agreements of any kind.</u></p>	
IV. Supervisory Board § 7 Composition, elections, term of office	IV. Supervisory Board § 7 Composition, elections, term of office	IV. Supervisory Board § 7 Composition, elections, term of office
<p>(1) The Supervisory Board shall have ten (10) members.</p>	<p>(1) The Supervisory Board shall have <u>is composed of twenty (20) members, of</u></p>	<p>(1) The Supervisory Board is composed of twenty (20) members, of whom ten (10)</p>

Current version	Proposed amendment (mark-up)	Proposed amendment (clean)
	<u>whom</u> ten (10) members <u>will be elected by the Shareholders' Meeting and ten (10) members will be elected in accordance with the Co-Determination Act.</u>	members will be elected by the Shareholders' Meeting and ten (10) members will be elected in accordance with the Co-Determination Act.
<p>(3) The Shareholders' Meeting may appoint replacement members simultaneously with the Supervisory Board members to be elected by the Shareholders' Meeting, who shall replace, in a sequence to be determined upon the election, any Supervisory Board members of the shareholders who leave office prematurely or due to a contestation of the election. If a replacement member replaces a member who has left the Supervisory Board, his or her office shall expire at the end of the Shareholders' Meeting during which a replacement election pursuant to Section 7 (2) takes place, at the latest, however, upon expiry of the term of office of the Supervisory Board member who has left. Should the replacement member who has left office after a replacement election have been appointed for several Supervisory</p>	<p>(3) The Shareholders' Meeting may appoint replacement members simultaneously with the Supervisory Board members to be elected by the Shareholders' Meeting, who shall replace, in a sequence to be determined upon the election, any Supervisory Board members of the shareholders who leave office prematurely or due to a contestation of the election. If a replacement member replaces a member who has left the Supervisory Board, his or her office shall expire at the end of the Shareholders' Meeting during which a replacement election pursuant to Section 7 (2) takes place, at the latest, however, upon expiry of the term of office of the Supervisory Board member who has left. Should the replacement member who has left office after a replacement election have been appointed for several Supervisory Board members, his or her status as a replacement member shall be renewed.</p>	<p>(3) The Shareholders' Meeting may appoint replacement members simultaneously with the Supervisory Board members to be elected by the Shareholders' Meeting, who shall replace, in a sequence to be determined upon the election, any Supervisory Board members of the shareholders who leave office prematurely or due to a contestation of the election. If a replacement member replaces a member who has left the Supervisory Board, his or her office shall expire at the end of the Shareholders' Meeting during which a replacement election pursuant to Section 7 (2) takes place, at the latest, however, upon expiry of the term of office of the Supervisory Board member who has left. Should the replacement member who has left office after a replacement election have been appointed for several Supervisory Board members, his or her status as a replacement member shall be renewed.</p>

Current version	Proposed amendment (mark-up)	Proposed amendment (clean)
Board members, his or her status as a replacement member shall be renewed.	<u>Replacement members for the Supervisory Board members representing the employees will be elected in accordance with the Co-Determination Act.</u>	Replacement members for the Supervisory Board members representing the employees will be elected in accordance with the Co-Determination Act.
(4) Each Supervisory Board member and replacement member may retire from his or her office, also without cause, by giving four weeks' written notice to the Chairperson of the Supervisory Board - or, if the Chairperson wishes to retire, to his or her Deputy. The Chairperson or, if the Chairperson wishes to retire, the Deputy, shall be free to reduce the period of notice or waive compliance with the period of notice.	(4) Each Supervisory Board member and replacement member may retire from his or her office, also without cause, by giving four weeks' written notice to the Chairperson of the Supervisory Board – or, if the Chairperson wishes to retire, to his or her Deputy <u>according to Section 8 (1) sentence 1</u> . The Chairperson or, if the Chairperson wishes to retire, the Deputy <u>according to Section 8 (1) sentence 1</u> , shall be free to reduce the period of notice or waive compliance with the period of notice.	(4) Each Supervisory Board member and replacement member may retire from his or her office, also without cause, by giving four weeks' written notice to the Chairperson of the Supervisory Board – or, if the Chairperson wishes to retire, to his or her Deputy according to Section 8 (1) sentence 1. The Chairperson or, if the Chairperson wishes to retire, the Deputy according to Section 8 (1) sentence 1, shall be free to reduce the period of notice or waive compliance with the period of notice.
IV. Supervisory Board § 8 Chairperson and Deputy	IV. Supervisory Board § 8 Chairperson and Deputy	IV. Supervisory Board § 8 Chairperson and Deputy
(1) From among its members, the Supervisory Board shall elect a chairperson and a deputy. The election should take place after the Shareholders' Meeting during which the Supervisory Board members to be elected by the Shareholders' Meeting were newly	(1) From— <u>The Supervisory Board elects a Chairperson and a Deputy from</u> among its members; <u>in accordance with the</u> Supervisory Board shall <u>Co-Determination Act. It may also</u> elect a chairperson and a deputy <u>one other Deputy</u> . The election	(1) The Supervisory Board elects a Chairperson and a Deputy from among its members in accordance with the Co-Determination Act. It may also elect one other Deputy. The election should take place after the Shareholders' Meeting during which the

Current version	Proposed amendment (mark-up)	Proposed amendment (clean)
elected; a separate invitation to this meeting is not required.	should take place after the Shareholders' Meeting during which the Supervisory Board members to be elected by the Shareholders' Meeting were newly elected; a separate invitation to this meeting is not required.	Supervisory Board members to be elected by the Shareholders' Meeting were newly elected; a separate invitation to this meeting is not required.
(2) The term of office of the Chairperson and the Deputy shall, except if a reduced period of office is determined at the time of the election, correspond to their term of office as members of the Supervisory Board.	(2) The term of office of the Chairperson and the <u>his or her</u> Deputy(-ies) shall, except if a reduced period of office is determined at the time of the election, correspond to their term of office as members of the Supervisory Board.	(2) The term of office of the Chairperson and his or her Deputy(-ies) shall, except if a reduced period of office is determined at the time of the election, correspond to their term of office as members of the Supervisory Board.
(3) Should the Chairperson or the Deputy leave office prematurely, a new election for such position shall take place immediately. A revocation of the election of the Chairperson or the Deputy is only permitted for cause. The permanent inability of the Chairperson or the Deputy to discharge the duties of office shall be deemed to constitute an important cause.	(3) Should the Chairperson or the <u>his or her</u> Deputy <u>according to Section 8 (1) sentence 1</u> leave office prematurely, a new election for such position shall take place immediately. A revocation of the election of the Chairperson or the <u>his or her</u> Deputy <u>according to Section 8 (1) sentence 1</u> is only permitted for cause. The permanent inability of the Chairperson or the <u>of one of his or her</u> Deputy(-ies) to discharge the duties of office shall be deemed to constitute an important cause. <u>The provisions of the Co-Determination Act on</u>	(3) Should the Chairperson or his or her Deputy according to Section 8 (1) sentence 1 leave office prematurely, a new election for such position shall take place immediately. A revocation of the election of the Chairperson or his or her Deputy according to Section 8 (1) sentence 1 is only permitted for cause. The permanent inability of the Chairperson or of one of his or her Deputy(-ies) to discharge the duties of office shall be deemed to constitute an important cause. The provisions of the Co-Determination Act on their election shall apply mutatis

Current version	Proposed amendment (mark-up)	Proposed amendment (clean)
	<u>their election shall apply mutatis mutandis to the revocation of the election of the Chairperson and the Deputy according to Section 8 (1) sentence 1.</u>	mutandis to the revocation of the election of the Chairperson and the Deputy according to Section 8 (1) sentence 1.
(4) A Deputy performing the duties of the Chairperson when the latter is unable to act shall be vested with all the powers of the Chairperson, except for the casting vote accorded to the Chairperson pursuant to these Articles of Association or the Supervisory Board's rules of procedure.	(4) A Deputy performing the duties of the Chairperson when the latter is unable to act shall be vested with all the powers of the Chairperson, except for the casting <u>second</u> vote accorded to <u>conferred upon</u> the Chairperson pursuant to <u>in accordance with the Co-Determination Act or</u> these Articles of Association or the Supervisory Board's rules of procedure.	(4) A Deputy performing the duties of the Chairperson when the latter is unable to act shall be vested with all the powers of the Chairperson, except for the second vote conferred upon the Chairperson in accordance with the Co-Determination Act or these Articles of Association.
IV. Supervisory Board § 10 Rules of procedure, delegation, committees	IV. Supervisory Board § 10 Rules of procedure, delegation, committees	IV. Supervisory Board § 10 Rules of procedure, delegation, committees
(2) Subject to the statutory provisions, the Supervisory Board shall have the right to establish committees. To the extent permitted by law or the Articles of Association, the Supervisory Board may transfer duties incumbent upon it as well as decision powers and rights to its Chairperson, to individual members or to	(2) Subject to the statutory provisions, the Supervisory Board shall have the right to establish committees. To the extent permitted by law or the Articles of Association, the Supervisory Board may transfer duties incumbent upon it as well as decision powers and rights to its Chairperson, to individual members or to	(2) Subject to the statutory provisions, the Supervisory Board shall have the right to establish committees. To the extent permitted by law or the Articles of Association, the Supervisory Board may transfer duties incumbent upon it as well as decision powers and rights to its Chairperson, to individual members or to

Current version	Proposed amendment (mark-up)	Proposed amendment (clean)
<p>committees established from among its members. If the Chairperson of the Supervisory Board is a member of a committee, and if a vote in such committee is tied, the Chairperson's vote shall be decisive if a second vote also is tied (casting vote); if the Chairperson is not a member of such committee, the Chairperson of the relevant committee shall have a casting vote in such cases.</p>	<p>committees established from among its members. If the Chairperson of the Supervisory Board <u>Chairperson</u> is a member of a committee and if a vote in such committee is tied, the Chairperson's vote shall be decisive if <u>he or she will have two votes in</u> a second vote <u>on the same subject if that vote is</u> also is tied (casting vote); if the <u>Supervisory Board</u> Chairperson is not a member of such a committee, the <u>committee</u> Chairperson of the relevant committee shall have a <u>casting second</u> vote in such cases.</p>	<p>committees established from among its members. If the Supervisory Board Chairperson is a member of a committee and if a vote in such committee is tied, he or she will have two votes in a second vote on the same subject if that vote is also tied; if the Supervisory Board Chairperson is not a member of a committee, the committee Chairperson shall have a second vote in such cases.</p>
	<p><u>(3) Immediately after the election of the Supervisory Board Chairperson and his or her Deputy pursuant to Section 8 (1) sentence 1, the Supervisory Board will in any case establish the committee required by Section 27 (3) Co-Determination Act, which shall comprise the Supervisory Board Chairperson, his or her Deputy pursuant to Section 8 (1) sentence 1, one committee member elected by a majority of the votes cast by the Supervisory Board members representing the employees, and one committee member elected by a majority of</u></p>	<p>(3) Immediately after the election of the Supervisory Board Chairperson and his or her Deputy pursuant to Section 8 (1) sentence 1, the Supervisory Board will in any case establish the committee required by Section 27 (3) Co-Determination Act, which shall comprise the Supervisory Board Chairperson, his or her Deputy pursuant to Section 8 (1) sentence 1, one committee member elected by a majority of the votes cast by the Supervisory Board members representing the employees, and one committee member elected by a majority of</p>

Current version	Proposed amendment (mark-up)	Proposed amendment (clean)
	<u>the votes cast by the Supervisory Board members representing the shareholders. This committee will perform the duties defined in Section 31 (3) sentence 1 Co-Determination Act.</u>	the votes cast by the Supervisory Board members representing the shareholders. This committee will perform the duties defined in Section 31 (3) sentence 1 Co-Determination Act.
IV. Supervisory Board § 11 Supervisory Board meetings and resolutions	IV. Supervisory Board § 11 Supervisory Board meetings and resolutions	IV. Supervisory Board § 11 Supervisory Board meetings and resolutions
(5) Resolutions shall be passed with a single majority of the votes cast, except if a deviating majority is mandatorily provided for by law. For this purpose, abstentions shall not count as votes cast. In the event of a tie, the vote of the Supervisory Board's Chairperson shall be decisive if a second vote once more results in a tie (casting vote).	(5) Resolutions shall be passed with a single majority of the votes cast, except if a deviating majority is mandatorily provided for by law. For this purpose, abstentions shall not count as votes cast. In the event of <u>If a tie, the vote of in</u> the Supervisory Board's <u>Board is tied, the Supervisory Board</u> Chairperson shall be decisive if <u>will have two votes in</u> a second vote once more results in a tie (<u>held on the same subject if that vote is also tied. Section 108 (3) German Stock Corporation Act is also applicable to the casting of the second</u> vote).	(5) Resolutions shall be passed with a single majority of the votes cast, except if a deviating majority is mandatorily provided for by law. For this purpose, abstentions shall not count as votes cast. If a vote in the Supervisory Board is tied, the Supervisory Board Chairperson will have two votes in a second vote held on the same subject if that vote is also tied. Section 108 (3) German Stock Corporation Act is also applicable to the casting of the second vote.

IV. Supervisory Board § 12 Compensation	IV. Supervisory Board § 12 Compensation	IV. Supervisory Board § 12 Compensation
(1) The Supervisory Board members shall receive a fixed base compensation of EUR 130,000.00 for each full fiscal year. The Supervisory Board Chairperson shall receive a fixed base compensation of EUR 250,000.00 and the Deputy Chairperson shall receive a fixed base compensation of EUR 145,000 for each full fiscal year. For work on the Supervisory Board committees, the following additional amounts shall be paid for each full fiscal year:	(1) The Supervisory Board members shall receive a fixed base compensation of EUR 130,000.00 for each full fiscal year. The Supervisory Board Chairperson shall receive a fixed base compensation of EUR 250,000.00 and the Deputy Chairperson <u>Deputies</u> shall <u>each</u> receive a fixed base compensation of EUR 145,000 for each full fiscal year. For work on the Supervisory Board committees, the following additional amounts shall be paid for each full fiscal year:	(1) The Supervisory Board members shall receive a fixed base compensation of EUR 130,000.00 for each full fiscal year. The Supervisory Board Chairperson shall receive a fixed base compensation of EUR 250,000.00 and the Deputies shall each receive a fixed base compensation of EUR 145,000 for each full fiscal year. For work on the Supervisory Board committees, the following additional amounts shall be paid for each full fiscal year:
(a) to the Chairperson of the Audit Committee: EUR 120,000.00; to each other member of the Audit Committee: EUR 60,000.00;	(a) to the Chairperson of the Audit Committee: EUR 120,000.00; to each other member of the Audit Committee: EUR 60,000.00;	(a) to the Chairperson of the Audit Committee: EUR 120,000.00; to each other member of the Audit Committee: EUR 60,000.00;
(b) to the Chairperson of the Chairperson's Committee (<i>Präsidium</i>), the Strategy, Innovation and Sustainability Committee and, if the Supervisory Board establishes a Compensation Committee, the Compensation Committee: EUR 70,000 each; to each other member of these	(b) to the Chairperson of the Chairperson's Committee (<i>Präsidium</i>), the Strategy, Innovation and Sustainability Committee and, if the Supervisory Board establishes a Compensation Committee, the Compensation Committee: EUR 70,000 each; to each other member of these	(b) to the Chairperson of the Chairperson's Committee (<i>Präsidium</i>), the Strategy, Innovation and Sustainability Committee and, if the Supervisory Board establishes a Compensation Committee, the Compensation Committee: EUR 70,000 each; to each other member of these

committees: EUR 35,000 per committee of which he or she is a member;	committees: EUR 35,000 per committee of which he or she is a member;	committees: EUR 35,000 per committee of which he or she is a member;
(c) if the Supervisory Board establishes a Related-Party Transactions Committee, to the Chairperson of the Related-Party Transactions Committee: EUR 20,000; to each other member: EUR 10,000; and if the Supervisory Board establishes a Nomination Committee, to the Chairperson of the Nomination Committee: EUR 30,000; to each other member: EUR 15,000. Only half of the compensation shall be payable for fiscal years in which the respective committee has not convened for at least one meeting or has not adopted at least one resolution, including meetings and resolutions adopted in the forms specified in Section 11 (3) and (4) of these Articles of Association.	(c) if the Supervisory Board establishes a Related-Party Transactions Committee, to the Chairperson of the Related-Party Transactions Committee: EUR 20,000; to each other member: EUR 10,000; and if the Supervisory Board establishes a Nomination Committee, to the Chairperson of the Nomination Committee: EUR 30,000; to each other member: EUR 15,000. Only half of the compensation shall be payable for fiscal years in which the respective committee has not convened for at least one meeting or has not adopted at least one resolution, including meetings and resolutions adopted in the forms specified in Section 11 (3) and (4) of these Articles of Association.	(c) if the Supervisory Board establishes a Related-Party Transactions Committee, to the Chairperson of the Related-Party Transactions Committee: EUR 20,000; to each other member: EUR 10,000; and if the Supervisory Board establishes a Nomination Committee, to the Chairperson of the Nomination Committee: EUR 30,000; to each other member: EUR 15,000. Only half of the compensation shall be payable for fiscal years in which the respective committee has not convened for at least one meeting or has not adopted at least one resolution, including meetings and resolutions adopted in the forms specified in Section 11 (3) and (4) of these Articles of Association.
