

Annual Shareholders' Meeting 2026



Agenda Items 7 to 9: Synopsis of the Articles of Association of Siemens Healthineers AG¹

Current version	Proposed amendment (mark-up)	Proposed amendment (clean)
II. Share capital and shares § 4 Share capital and shares	II. Share capital and shares § 4 Share capital and shares	II. Share capital and shares § 4 Share capital and shares
(5) The Managing Board is authorized to increase the share capital, with the approval of the Supervisory Board, during the period up until February 14, 2027, by a nominal value of up to EUR 564,000,000 by issuing up to 564,000,000 registered no-par value shares against contributions in cash and/or in kind (Authorized Capital 2022). The authorization may be used once or several times, in one total sum or in installments. The Managing Board is authorized to determine, with the approval of the Supervisory Board, the	(5) The Managing Board is authorized <u>for a period of five years from the date of entry of this authorization in the Company's Commercial Register</u> to increase the share capital, with the approval of the Supervisory Board, during the period up until February 14, 2027, by a nominal amount <u>value</u> of up to <u>EUR 338,400,000</u> EUR 564,000,000 by issuing up to <u>338,400,000</u> 564,000,000 registered no-par value shares against contributions in cash and/or in kind (Authorized Capital <u>2026</u> 2022). The authorization may be used once or several times, in one total sum or in installments. <u>The new shares participate in the profits from the</u>	(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

¹ The Articles of Association, prepared for the convenience of English-speaking readers, is a translation of the German original. In the event of any conflict, the German version shall prevail.

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further details of the rights attached to the shares and of the terms of issue of the shares.	<u>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.</u> The Managing Board is authorized to determine, with the approval of the Supervisory Board, the further details of the <u>capital increase and its implementation</u> rights attached to the shares and of the terms of issue of the shares.	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.
	<u>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).</u>	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).
The Managing Board is authorized to exclude the subscription rights with the Supervisory Board's approval in the event of capital increases against	However, the <u>The</u> Managing Board is authorized, <u>with the approval of the Supervisory Board</u> , to exclude the subscription rights with the Supervisory	However, the Managing Board is authorized, with the approval of the Supervisory Board, to exclude the subscription right in the event of capital

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contributions in kind, in particular within the framework of mergers or in order to (also indirectly) acquire companies, establishments, parts of companies, participation or other assets or claims for the acquisition of assets, including amounts receivable from the Company or its affiliates.	Board's approval in the event of capital increases against contributions in kind, <u>particularly in connection with corporate</u> in particular within the framework of mergers or <u>for the acquisition</u> in order to (also indirectly) <u>of</u> acquire companies, establishments, parts of companies, <u>equity interests</u> , participation or other assets or claims <u>to</u> for the acquisition of assets, including amounts receivables <u>due</u> from the Company or its <u>direct or indirect subsidiaries</u> (" <u>Siemens Healthineers Companies</u> ") affiliates .	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 the event of capital increases against contributions in cash, the new shares must generally be offered to the shareholders for subscription; they may also be subscribed by credit institutions or enterprises within the meaning of Section 186 (5) sentence 1 of the German Stock Corporation Act (Aktiengesetz, AktG) with the obligation to offer them to the shareholders for subscription. However, the Managing Board is authorized to exclude shareholders' subscription rights, with the approval of the Supervisory Board, in the event of capital increases against contributions in cash	In addition, in the event of capital increases against contributions in cash, the new shares must generally be offered to the shareholders for subscription; they may also be subscribed by credit institutions or enterprises within the meaning of Section 186 (5) sentence 1 of the German Stock Corporation Act (Aktiengesetz, AktG) with the obligation to offer them to the shareholders for subscription. However, the Managing Board is authorized to <u>fully or partially</u> exclude <u>the shareholders'</u> subscription rights, with the approval of the Supervisory Board, in the event of capital increases against contributions in cash, <u>particularly</u>	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 any of the Company's affiliated companies or employees of the Company and its affiliated companies new shares	- in order to grant members of the Company's Managing Board, members of the representative body of <u>a Siemens Healthineers Company</u> , any of the Company's affiliated companies or employees of the Company	- 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

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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;	and <u>of Siemens Healthineers Companies</u> its affiliated 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;	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 necessary for fractional amounts resulting from the subscription ratio;	- to the extent <u>required</u> necessary for fractional amounts resulting from the subscription ratio;	- to the extent required for fractional amounts resulting from the subscription ratio;
- in order to grant holders/creditors of conversion or option rights in respect of shares of the Company or corresponding conversion or option 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;	- in order to grant holders/creditors of conversion or <u>warrant</u> option rights in respect of shares of the Company <u>that have been issued or guaranteed by the Company and/or a Siemens Healthineers Company,</u> or corresponding conversion or <u>warrant</u> option 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;	- 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;

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<ul style="list-style-type: none"> - 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 subscription rights must not exceed in total 10% of the share capital existing at the time this authorization becomes effective or, if this amount is lower, at the time at which this authorization is used. When calculating the aforementioned limit, shares have to be taken into account that are issued or disposed of in direct or analogous application of that legal provision during the term of this authorization until the point in time of its use, and also shares that are to be issued or granted on the basis of a convertible bond or warrant bond issued during the term of this authorization with the exclusion of subscription rights in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG). 	<ul style="list-style-type: none"> - 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 <u>the</u> subscription rights may<u>must</u> not exceed in total <u>20</u>10% of the share capital existing at the time <u>when</u> this authorization becomes effective or, if this value<u>amount</u> is lower, at the time when<u>at which</u> this authorization is utilized<u>used</u>. When calculating the aforementioned limit, shares have to be taken into account that are issued or disposed of in direct or analogous application of <u>Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG)</u> that legal provision during the term of this authorization until the point in time of its use, and also shares that <u>have been</u>are to be issued or granted <u>or are to be issued or granted</u> on the basis of a convertible bond <u>and/or</u> warrant bond issued during the term of this authorization with the exclusion of <u>the</u> subscription rights <u>pursuant to</u>in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG). 	<ul style="list-style-type: none"> - 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).
(6) The share capital is conditionally increased by up to EUR 112,800,000 (Conditional Capital 2022).	(6) The share capital is conditionally increased by up to EUR 112,800,000 (Conditional Capital	(6) The share capital is conditionally increased by up to EUR 112,800,000 (Conditional Capital 2026).

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<p>The conditional capital increase will be implemented by issuing up to 112,800,000 registered no-par value shares with dividend entitlement from the beginning of the fiscal year during which they are issued, only to the extent the holders and/or creditors of convertible bonds or of warrants from warrant bonds that are issued by Siemens Healthineers AG or one of its affiliated companies until February 14, 2027, on the basis of the authorization of the Managing Board by the Annual Shareholders' Meeting of February 15, 2022, exercise their conversion/option rights, fulfill their conversion/option 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/option prices to be determined, subject to the above authorization resolution, in the terms and conditions of the bonds or options. The Managing Board is authorized to decide on the further details of the implementation of the conditional capital increase.</p>	<p>20262022). The conditional capital increase will be implemented by issuing up to 112,800,000 registered no-par value shares with dividend entitlement from the beginning of the fiscal year during which they are issued, only to the extent the holders and or creditors of convertible bonds or of warrants from warrant bonds that are issued by Siemens Healthineers AG or <u>by a direct or indirect subsidiary of Siemens Healthineers AG</u> one of its affiliated companies until <u>February 4, 2031</u> February 14, 2027, on the basis of the authorization of the Managing Board by the Annual Shareholders' Meeting of <u>February 5, 2026</u> February 15, 2022, exercise their conversion/<u>warrant</u> option rights, fulfill their conversion/<u>warrant</u> option 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/<u>warrant</u> option prices to be determined, subject to the above authorization resolution, in the terms and conditions of the bonds or <u>warrants</u> options. <u>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</u></p>	<p>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</p>

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	<p><u>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.</u> The Managing Board is authorized to determinedecide on the further details of the implementation of the conditional capital increase <u>and its implementation.</u></p>	<p>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.</p>
V. Shareholders' Meeting § 17 Passing of resolutions	V. Shareholders' Meeting § 17 Passing of resolutions	V. Shareholders' Meeting § 17 Passing of resolutions
<p>(2) The Shareholders' Meeting shall pass its resolutions with a simple majority of the votes cast, except if a larger majority is required by law or these Articles of Association.</p>	<p>(2) The Shareholders' Meeting shall pass its resolutions with a simple majority of the votes cast <u>and, insofar as a capital majority is required, with a simple majority of the share capital represented,</u> except if a larger majority is <u>respectively</u> required by law or these Articles of Association.</p>	<p>(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.</p>
