

**Annual Shareholders' Meeting 2023**

# **Information on Shareholders' Rights**



**Information on Shareholders' Rights**  
**pursuant to Section 118a (1), Section 122 (2), Section 126 (1) and (4), Section 127,**  
**Section 130a, Section 131 (1), Section 245 of the German Stock Corporation Act (AktG)**

**1. Virtual Annual Shareholders' Meeting**

On the basis of Section 118a of the German Stock Corporation Act (AktG) and Section 26n (1) of the Introductory Act to the German Stock Corporation Act (EAGAktG), the Managing Board of Siemens Healthineers AG (hereinafter also referred to as the "Company") has decided, with the approval of the Supervisory Board, to hold the Annual Shareholders' Meeting as a virtual Annual Shareholders' Meeting without the physical presence of the shareholders or their authorized representatives. The physical presence of the shareholders and their authorized representatives (with the exception of the proxy representatives designated by the Company) at the venue of the Annual Shareholders' Meeting is therefore excluded.

All shareholders and their authorized representatives can follow the entire Annual Shareholders' Meeting on February 15, 2023, from 10:00 a.m. (CET) live through sound and vision via the password-protected internet service (hereinafter "shareholder portal") at the internet address [siemens-healthineers.com/asm](https://siemens-healthineers.com/asm).

The Notice of Annual Shareholders' Meeting 2023 contains information on shareholders' rights pursuant to Section 118a (1), Section 122 (2), Section 126 (1) and (4), Section 127, Section 130a, Section 131 (1), Section 245 of the German Stock Corporation Act (AktG). The following comments are intended to explain these rights further.

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

Shareholders whose combined shares amount to one-twentieth of the capital stock or a proportionate ownership of at least EUR 500,000 (the latter is 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 the request is received and that they will hold the shares until the Managing Board decides on the request, with Section 70 of the German Stock Corporation Act (AktG) being applicable when calculating the time for which shares have been held. The day on which the request is received shall not be counted. Any move from a Sunday, Saturday, or public holiday to a preceding or subsequent business day shall not be possible. Sections 187 to 193 of the German Civil Code (BGB) shall 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 as provided for in Section 126a of the German Civil Code (BGB) (i.e., a qualified electronic signature is required) to the Managing Board of Siemens

Healthineers AG and be received by the Company no later than midnight (CET) on January 15, 2023. Such requests must be submitted to the following address:

Managing Board of Siemens Healthineers AG  
Attn.: Dr. Jürgen Mahr, SHS LC SC&CM  
Karlheinz-Kaske-Str. 5  
91052 Erlangen, Germany

or by email: [hv.team@siemens-healthineers.com](mailto:hv.team@siemens-healthineers.com)

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 together with the shareholders' name and city of residence or registered office without undue delay upon receipt in the German Federal Gazette (Bundesanzeiger). In addition, such requests will be made available at the internet address [siemens-healthineers.com/asm](https://www.siemens-healthineers.com/asm) and communicated to the shareholders. Any statements or objections to resolutions of the Annual Shareholders' Meeting in such requests for additions to the agenda will not be considered. They must be submitted solely in the manner specified in numbers 5 and 6 below.

The provisions of the German Stock Corporation Act (AktG) underlying these shareholders' rights read as follows:

**Section 122 Calling of a meeting at the request of a minority**

- (1) *<sup>1</sup>The shareholders' meeting shall be called if shareholders whose holding in aggregate is at least equivalent to one-twentieth of the share capital request such a meeting in writing, stating the purpose and the reasons of such meeting; such request shall be addressed to the managing board. <sup>2</sup>The articles of association may stipulate that the right to request a shareholders' meeting shall require another form and the holding of a lesser portion of the share capital. <sup>3</sup>Persons submitting a request must prove that they have held the shares for at least 90 days before the date the request is received, and that they will hold the shares until the managing board decides on the request. <sup>4</sup>Section 121 (7) shall be applied mutatis mutandis.*
- (2) *<sup>1</sup>Shareholders whose combined shares amount to at least one-twentieth of the share capital or a proportionate ownership of at least €500,000 may likewise request that items be placed on the agenda and be published. <sup>2</sup>Each new item must be accompanied by a statement of reasons or a formal resolution proposal. <sup>3</sup>The request within the meaning of sentence 1 must be received by the company no later than 24 days prior to the meeting, or in the case of stock exchange listed companies no later than 30 days prior to the meeting, excluding the day of receipt.*
- (3) *<sup>1</sup>If any such request is not complied with, the court may authorize the shareholders who have made the request to call a shareholders' meeting or publish such items. <sup>2</sup>At the same time, the court may appoint the chairman of the meeting. <sup>3</sup>The notice of the meeting or the publication shall refer to such authorization. <sup>4</sup>An appeal may be made against such decision. <sup>5</sup>The persons submitting the request must prove that they will hold the shares until the court has made a*

decision.

- (4) *The company shall bear the costs of the shareholders' meeting and, in the case of paragraph 3, also the court costs if the court has granted such motion.*

#### **Section 124 Publication of requests for additions to the agenda; proposals for resolutions (excerpt)**

- (1) *<sup>1</sup>Where the minority pursuant to Section 122 (2) has requested that items be placed on the agenda, said items are to be published either together with the notice convening the shareholders' meeting or, if that is not the case, without undue delay after the request has been received. <sup>2</sup>Section 121 (4) shall apply mutatis mutandis; moreover, in the case of stock exchange listed companies, Section 121 (4a) shall apply mutatis mutandis. <sup>3</sup>Said items are to be published and forwarded in the same way as the notice convening the shareholders' meeting.*

#### **Section 121 General (excerpt)**

- (7) *<sup>1</sup>For periods and deadlines counted backwards from the date of the meeting, the day of the meeting shall not be included in the calculation. <sup>2</sup>Any move from a Sunday, Saturday or public holiday to a preceding or subsequent business day shall not be possible. <sup>3</sup>Sections 187 to 193 of the German Civil Code shall not be applied mutatis mutandis. <sup>4</sup>In the case of non-listed companies, the articles of association may prescribe a different calculation of the period.*

#### **Section 70 Calculation of the period of shareholding**

*<sup>1</sup>If the exercise of rights arising from the share requires that the shareholder has held the share for a certain period of time, the right to demand transfer of title from a credit institution, a financial services institution, a securities institution or an enterprise operating under Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or Section 53b (7) of the German Banking Act shall be deemed equivalent to ownership. <sup>2</sup>The period during which the share has been owned by a predecessor shall be attributed to the shareholder if he/she has acquired the share without consideration, from his/her trustee, as universal successor, in connection with the winding-up of a co-ownership or as a result of a transfer of assets pursuant to Section 13 of the Insurance Supervision Act or Section 14 of the Building Loan Associations Act.*

### **3. Countermotions and nominations pursuant to Section 126 (1), Section 118a in conjunction with Section 126 (4) and Section 127 of the German Stock Corporation Act (AktG)**

In addition, shareholders may submit to the Company countermotions to Managing Board and/or Supervisory Board proposals relating to specific Agenda Items and make nominations for Supervisory Board members or independent auditors.

Pursuant to Section 126 (1) of the German Stock Corporation Act (AktG), motions by shareholders

including the name, a statement of reasons and a management's position, if any, shall be made available to the eligible persons referred to in Section 125 (1) through (3) of the German Stock Corporation Act (AktG) (these include shareholders who so requested) under the conditions specified therein, provided that the shareholder transmitted to the Company at least 14 days prior to the meeting a countermotion to a proposal of the Managing Board and/or the Supervisory Board regarding a specific item on the agenda, together with a statement of reasons, to the address designated below. The day of receipt and the day of the Annual Shareholders' Meeting shall not be included in calculating the period. The last possible date of receipt is therefore midnight (CET) on January 31, 2023 (the time of receipt is authoritative). A countermotion and its statement of reasons do not have to be made available if one of the exclusions defined in Section 126 (2) sentence 1 of the German Stock Corporation Act (AktG) applies. The statement of reasons does not have to be made available if it exceeds a total of 5,000 characters, either.

Nominations by shareholders for the election of Supervisory Board members or independent auditors in accordance with Section 127 of the German Stock Corporation Act (AktG) do not have to be supported by a statement of reasons. Nominations shall only be made available if they state the name, actual profession and place of residence of the nominated person and, in case of a nomination for Supervisory Board members, details on their membership in other supervisory boards whose establishment is required by law (cf. Section 127 sentence 3 in conjunction with Section 124 (3) sentence 4 and Section 125 (1) sentence 5 of the German Stock Corporation Act (AktG)). In addition, the requirements and regulations for making countermotions available apply *mutatis mutandis*.

All countermotions (along with a statement of reasons) and nominations that are to be made available before the Annual Shareholders' Meeting must exclusively be sent to

Siemens Healthineers AG  
Attn.: Dr. Jürgen Mahr, SHS LC SC&CM  
Karlheinz-Kaske-Str. 5  
91052 Erlangen, Germany

or by e-mail: [hv.team@siemens-healthineers.com](mailto:hv.team@siemens-healthineers.com)

Countermotions and nominations by shareholders to be made available, including the shareholder's name and city of residence or registered office as well as any statement of reasons to be made available will be posted at the internet address [siemens-healthineers.com/asm](https://www.siemens-healthineers.com/asm) without undue delay upon their receipt. All countermotions and nominations relating to items on the agenda that are received in German at the above-mentioned address by midnight (CET) on January 31, 2023, will be considered (the time of receipt is authoritative). Management's position, if any, on the countermotions and nominations will also be available at the above-mentioned website.

Countermotions and nominations that must be made available in accordance with Section 126 (1) and Section 127 of the German Stock Corporation Act (AktG) shall be deemed to have been submitted at the time they are made available in accordance with Section 121 (4b) and Section 126 (4) of the German Stock Corporation Act (AktG). Voting rights on these countermotions and nominations can be exercised after due notification of attendance. If the shareholder who has submitted the countermotion and/or nomination is not duly authorized and has not submitted due notification of attendance at the Annual

Shareholders' Meeting, the countermotion and/or nomination does not have to be dealt with at the Annual Shareholders' Meeting.

Pursuant to Section 130a Abs. 5 Satz 3 of the German Stock Corporation Act (AktG), countermotions and nominations as well as other motions may form part of a speech at the Annual Shareholders' Meeting (see section 4 for more details on right to obtain information, submit motions and speak at the Annual Shareholders' Meeting).

The provisions of the German Stock Corporation Act (AktG) underlying these shareholders' rights, which also specify under which conditions countermotions and nominations do not have to be made available, read as follows:

### **Section 126 Motions by shareholders**

(1) *<sup>1</sup>Motions by shareholders including the shareholder's name, a statement of reasons and a management's position, if any, shall be made available to the eligible persons referred to in Section 125 (1) through (3) under the conditions specified therein, provided that the shareholder transmitted to the company at least 14 days prior to the meeting of the company a countermotion to a proposal of the managing board and the supervisory board regarding a specific item on the agenda, together with a statement of reasons, to the address designated for this purpose in the notice convening the shareholders' meeting. <sup>2</sup>The day of receipt shall not be counted. <sup>3</sup>In the case of stock exchange listed companies, the motion shall be made available via the company's website. <sup>4</sup>Section 125 (3) shall apply mutatis mutandis.*

(2) *<sup>1</sup>A countermotion and its statement of reasons need not be made available if:*

- 1. the managing board would become criminally liable by reason of such availability;*
- 2. the countermotion would result in a resolution of the shareholders' meeting that would be illegal or would violate the articles of association;*
- 3. the statement of reasons contains statements which are manifestly false or misleading in material respects or if they are insulting;*
- 4. a countermotion from the shareholder based on the same facts has already been made available with respect to a shareholders' meeting of the company pursuant to Section 125;*
- 5. the same countermotion from the shareholder based on essentially identical reasons has already been made available pursuant to Section 125 to at least two shareholders' meetings of the company within the past five years and at such shareholders' meetings less than one-twentieth of the share capital represented has voted in favor of such countermotion;*
- 6. the shareholder indicates that he/she will neither attend nor be represented by proxy at the shareholders' meeting; or*
- 7. within the past two years at two shareholders' meetings the shareholder has failed to make a countermotion he/she has submitted, or failed to cause said countermotion to be made.*

*<sup>2</sup>The statement of reasons need not be made available if it exceeds a total of 5,000 characters.*

- (3) *If several shareholders make countermotions for resolution with respect to the same subject matter, the managing board may combine such countermotions and the respective statements of reasons.*
- (4) *<sup>1</sup>In the case of a virtual shareholders' meeting, motions to be made available in accordance with Section 126 (1) through (3) shall be deemed to have been submitted at the time they are made available. <sup>2</sup>The company shall enable voting rights on these motions to be exercised as soon as the shareholders can prove that they meet the requirements for exercising voting rights stipulated by law or in the articles of association. <sup>3</sup>If the shareholder who has submitted the motion is not duly authorized to do so and, if notification of attendance is required, has not given due notification of attendance at the shareholders' meeting, the motion does not have to be dealt with at the shareholders' meeting.*

**Section 127 Nominations by shareholders (excerpt)**

*<sup>1</sup>Section 126 shall apply mutatis mutandis to a nomination by a shareholder for the election of members of the supervisory board or independent auditors. <sup>2</sup>Such nomination need not be supported by a statement of reasons. <sup>3</sup>The managing board need not make such nomination available if the nomination fails to contain information pursuant to Section 124 (3) sentence 4 and Section 125 (1) sentence 5.*

**Section 124 Publication of requests for additions to the agenda; proposals for resolutions (excerpt)**

- (3) *<sup>4</sup>The proposal for the election of members of the supervisory board or independent auditors shall state their names, actual profession and place of residence.*

**Section 130a Right to submit statements and right to speak at virtual shareholders' meetings (excerpt)**

- (5) *<sup>3</sup>Motions and nominations in accordance with Section 118a (1) sentence 2 number 3, requests for information in accordance with Section 131 (1), follow-up questions in accordance with Section 131 (1d) and further questions in accordance with Section 131 (1e) may be part of the speech.*

**Section 125 Communications to shareholders and supervisory board members**

- (1) *<sup>1</sup>At least 21 days prior to the date of the shareholders' meeting, the managing board of a company that has not exclusively issued registered shares shall communicate the notice of the shareholders' meeting to:*
- 1. the intermediaries who hold shares in the company in custody,*
  - 2. the shareholders and intermediaries that have requested such communication and*
  - 3. the shareholders' associations that have requested such communication or exercised voting rights at the preceding shareholders' meeting.*
- <sup>2</sup>The day of the communication shall not be counted. <sup>3</sup>If the agenda has to be amended in accordance with Section 122 (2), such amended agenda shall be communicated in the case of stock exchange listed companies. <sup>4</sup>The communication shall indicate the possibilities of exercising voting rights by a proxy, including by a shareholders' association. <sup>5</sup>In the case of*

*stock exchange listed companies, any nomination for the election of supervisory board members must be accompanied by details on their membership in other supervisory boards whose establishment is required by law; details on their membership in comparable domestic and foreign controlling bodies of business enterprises should also be provided.*

- (2) The managing board of a company that has issued registered shares shall provide the same communication to persons registered in the share register by the beginning of the 21<sup>st</sup> day before the shareholders' meeting, as well as to the shareholders and intermediaries that have requested such communication and to the shareholders' associations that have requested such communication or exercised voting rights at the preceding shareholders' meeting.*
- (3) Every member of the supervisory board may request that the managing board sends the same communication to him/her.*
- (4) Upon request, every member of the supervisory board and every shareholder shall be sent the resolutions adopted at the shareholders' meeting.*
- (5) <sup>1</sup>The minimum requirements as regards the content and format of the information contained in the communications in accordance with Section 125 (1) sentence 1 and (2) are specified in Commission Implementing Regulation (EU) 2018/1212. <sup>2</sup>Section 67a (2) sentence 1 shall apply to Section 125 (1) and (2) mutatis mutandis. <sup>3</sup>In the case of stock exchange listed companies, the intermediaries who hold shares in the company in custody are obligated pursuant to Sections 67a and 67b to forward and communicate the information specified in Section 125 (1) and (2), unless the intermediary knows that the shareholder receives it from another party. <sup>4</sup>The same shall apply to non-listed companies, with the proviso that the provisions of Commission Implementing Regulation (EU) 2018/1212 shall not be applied.*

#### **Section 121 General (excerpt)**

- (7) <sup>1</sup>For periods and deadlines counted backwards from the date of the meeting, the day of the meeting shall not be included in the calculation. <sup>2</sup>Any move from a Sunday, Saturday or public holiday to a preceding or subsequent business day shall not be possible. <sup>3</sup>Sections 187 to 193 of the German Civil Code shall not be applied mutatis mutandis. <sup>4</sup>In the case of non-listed companies, the articles of association may prescribe a different calculation of the period.*

#### **4. Right to obtain information, submit motions and speak pursuant to Section 118a (1) sentence 2 no. 3, no. 4 and no. 7, Section 130a (5) and (6), Section 131 (1) of the German Stock Corporation Act (AktG)**

Pursuant to Section 118a (1) sentence 2 no. 4, Section 131 (1) of the German Stock Corporation Act (AktG), shareholders who have submitted due notification of attendance and are connected electronically to the 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. In addition, there exists the right at the Annual Shareholders' Meeting to ask follow-up questions on all answers given by the Managing Board at the Annual Shareholders' Meeting and on the speeches at the Annual Shareholders' Meeting.

Pursuant to Section 131 (1f) of the German Stock Corporation Act (AktG), it is intended to permit the right to obtain information only by way of video communication. The Chairman of the meeting will provide further information on this during the Annual Shareholders' Meeting. Any other manner of submitting questions by electronic or other means of communication is not envisaged either before or during the Annual Shareholders' Meeting.

In addition, pursuant to Section 118a (1) sentence 2 no. 7 of the German Stock Corporation Act (AktG), shareholders who have submitted due notification of attendance and are connected electronically to the meeting or their authorized representatives are granted a right to speak at the meeting by way of video communication. Speeches must be registered during the Annual Shareholders' Meeting at the request of the Chairman of the meeting via the shareholder portal at the internet address [siemens-healthineers.com/asm](https://siemens-healthineers.com/asm). The Chairman of the meeting will explain the procedure to request and be allowed to speak at the Annual Shareholders' Meeting.

Motions and nominations in accordance with Section 118a (1) sentence 2 no. 3 of the German Stock Corporation Act (AktG) and a request for information in accordance with Section 118a (1) sentence 2 no. 4, Section 131 (1) of the German Stock Corporation Act (AktG) may be part of such a speech during the Annual Shareholders' Meeting.

A stable internet connection with sufficient transmission speed is generally required so that the right to speak by means of video communication can be exercised. Pursuant to Section 130a (6) of the German Stock Corporation Act (AktG), 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 meeting and prior to the speech and to reject the respective speech if the working order of video communication is not ensured. Recommendations for ensuring the ideal working order of video communication and further details of the technical and legal requirements for speeches during the Annual Shareholders' Meeting are explained on the Company's website at [siemens-healthineers.com/asm](https://siemens-healthineers.com/asm).

The provisions of the German Stock Corporation Act (AktG) underlying these shareholders' rights read as follows:

***Section 118a Virtual shareholders' meeting (excerpt)***

(1) *<sup>1</sup>The articles of association may allow for, or authorize the managing board to allow for, the shareholders' meeting to be held without the shareholders or their proxies being physically present at the place where the meeting is held (virtual shareholders' meeting). <sup>2</sup>If a virtual shareholders' meeting is held, the following conditions must be met:*

- 3. shareholders connected electronically to the meeting shall be granted the right to submit motions and nominations at the meeting by means of video communication;*
- 4. shareholders shall be granted a right to obtain information in accordance with*

*Section 131 by means of video communication;*

7. *shareholders connected electronically to the meeting shall be granted a right to speak at the meeting by means of video communication in accordance with Section 130a (5) and (6),*

***Section 130a Right to submit statements and right to speak at virtual shareholders' meetings (excerpt)***

- (5) *<sup>1</sup>Shareholders who are connected to the meeting electronically shall be given a right to speak at the meeting by means of video communication. <sup>2</sup>The form of video communication offered by the company shall be used for speeches. <sup>3</sup>Motions and nominations in accordance with Section 118a (1) sentence 2 number 3, requests for information in accordance with Section 131 (1), follow-up questions in accordance with Section 131 (1d) and further questions in accordance with Section 131 (1e) may be part of the speech. <sup>4</sup>Section 131 (2) sentence 2 shall apply mutatis mutandis.*
- (6) *In the notice of the shareholders' meeting, the company may reserve the right to examine the working order of video communication between the shareholder and the company at the meeting and prior to the speech and to reject the speech if the working order of video communication is not ensured.*

***Section 131 Shareholders' right to obtain information (excerpt)***

- (1) *<sup>1</sup>Each shareholder shall upon request be provided with information at the shareholders' meeting by the managing board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. <sup>2</sup>The duty to provide information shall also extend to the company's legal and business relations with any affiliated company. <sup>3</sup>If a company makes use of the provisions on the simplified procedure pursuant to Section 266 (1) sentence 3, Section 276 or Section 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to him/her at the shareholders' meeting about these annual financial statements in the form that would have been used if such provisions on the simplified procedure were not applied. <sup>4</sup>The duty of the managing board of a parent company (Section 290 (1) and (2) of the German Commercial Code) to provide information at the shareholders' meeting at which the consolidated financial statements and management report of these statements are presented also extends to the position of the consolidated group and any companies included in the consolidated financial statements.*
- (1f) *The chairman of the meeting may stipulate that the right to obtain information in accordance with Section 131 (1), the right to ask follow-up questions in accordance with Section 131 (1d) and the right to ask questions in accordance with Section 131 (1e) at the shareholders' meeting may be exercised solely by means of video communication.*
- (2) *<sup>1</sup>The information provided shall comply with the principles of conscientious and accurate accounting. <sup>2</sup>The articles of association or the bylaws pursuant to Section 129 may authorize the chairman of the meeting to reasonably limit a shareholder's time to speak and ask questions, and may provide relevant details in this respect.*

- (3) <sup>1</sup>The managing board may refuse to provide information:
1. to the extent that providing such information is, according to prudent business judgment, likely to cause not immaterial damage to the company or an affiliated company;
  2. to the extent that such information relates to tax valuations or the amount of certain taxes;
  3. with regard to the difference between the value at which items are stated in the annual balance sheet and the higher market value of such items, unless the shareholders' meeting is to approve the annual financial statements;
  4. with regard to the methods of accounting and valuation, if disclosure of such methods in the notes is sufficient to provide a true and fair view of the actual condition of the company's assets, liabilities, financial position and profit and loss within the meaning of Section 264 (2) of the German Commercial Code; the foregoing shall not apply if the shareholders' meeting is to approve the annual financial statements;
  5. to the extent that the managing board would, by providing such information, become criminally liable;
  6. to the extent that, in the case of a credit institution, financial services institution or securities institution, no information needs to be provided regarding accounting and valuation methods applied nor regarding the netting performed in the annual financial statements, management report, consolidated financial statements or group management report;
  7. to the extent the information is continuously available on the website of the company for at least seven days prior to the beginning of and during the shareholders' meeting.

<sup>2</sup>The provision of information may not be refused for other reasons.

- (4) <sup>1</sup>If information has been provided to a shareholder outside the shareholders' meeting by reason of his/her status as a shareholder, such information shall, upon request, be provided to any other shareholder at the shareholders' meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. <sup>2</sup>In the case of a virtual shareholders' meeting, it must be ensured that each shareholder connected to the meeting electronically can submit his/her request in accordance with sentence 1 by means of electronic communication. <sup>3</sup>The managing board may not refuse to provide such information on the grounds of Section 131 (3) sentence 1 no. 1 through 4. <sup>4</sup>Sentences 1 through 3 shall not apply if a subsidiary (Section 290 (1) and (2) of the German Commercial Code), a joint venture (Section 310 (1) of the German Commercial Code) or an associated company (Section 311 (1) of the German Commercial Code) provides information to a parent company (Section 290 (1) and (2) of the German Commercial Code) for the purpose of inclusion of the company in the consolidated financial statements of the parent company and the information is needed for these purposes.

- (5) <sup>1</sup>A shareholder who has been denied information may request that his/her query and the reason for which the information was denied be recorded in the minutes of the meeting. <sup>2</sup>In the case of a virtual shareholders' meeting, it must be ensured that each shareholder connected to the meeting electronically can submit his/her request in accordance with sentence 1 by means

*of electronic communication.*

The provisions of the Articles of Association of Siemens Healthineers AG underlying these shareholders' rights read as follows:

### **Section 15 Chairing the Shareholders' Meeting**

- (2) *<sup>1</sup>The chairman of the meeting shall chair the negotiations and manage the proceedings of the Shareholders' Meeting. <sup>2</sup>For this purpose, he or she may use the support of assistants, in particular with regard to the right to expel individuals from the premises or to deny access to the premises (Hausrecht). <sup>3</sup>The chairman shall determine the sequence of speakers and the treatment of the issues on the agenda, as well as the form, proceedings and other details of voting and may, to the extent permitted by law, decide on the combination of resolution objects that are substantively related into one voting item.*
- (3) *<sup>1</sup>The chairman is authorized to impose adequate time limits on speeches and questions. <sup>2</sup>He or she may in particular adequately determine restrictions of speaking time, question time or combined speaking and question time, as well as the adequate timeframe for the entire proceedings of the Shareholders' Meeting, for individual issues on the agenda and for individual speakers, at the beginning or during the Shareholders' Meeting; this in particular includes the option of prematurely closing the list of requests to speak and ordering the closing of the debate.*

### **5. Written statements pursuant to Section 118a (1) sentence 2 no. 6, Section 130a (1) through 4 of the German Stock Corporation Act (AktG)**

Pursuant to Section 118a (1) sentence 2 no. 6, Section 130a (1) and (2) of the German Stock Corporation Act (AktG), shareholders who are entered in the share register or their authorized representatives can submit written statements relating to items on the agenda in German or English for publication by the Company by email to [hv.stellungnahme@siemens-healthineers.com](mailto:hv.stellungnahme@siemens-healthineers.com) by midnight (CET) on February 9, 2023 (the time of receipt is authoritative). The submitted written statements will be published for all shareholders who have given due notification of attendance and their authorized representatives in the shareholder portal at the internet address [siemens-healthineers.com/asm](https://siemens-healthineers.com/asm) by no later than midnight (CET) on February 10, 2023 (Section 130a (3) of the German Stock Corporation Act (AktG)).

Written statements may be submitted only in text form and must not exceed 10,000 characters. The Company reserves the right not to publish any written statements that contain insulting, discriminating, or evidently false or misleading statements or statements that are punishable under criminal law, as well as those that are unrelated to the agenda or in a language other than German or English. Moreover, the Company reserves the right not to publish written statements by shareholders indicating that they are not attending the Annual Shareholders' Meeting or are not being represented at it. This also applies to written statements that do not fulfill the technical requirements.

By submitting the written statement, the shareholder or his/her authorized representative consents to publication of the written statement with the disclosure of his/her name and city of residence or

registered office.

The purpose of giving shareholders and their authorized representatives the opportunity to submit written statements is to give them the option to comment. The procedure described in this Notice of Shareholders' Meeting and under section 4 above applies to speeches during the 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 written statement shall not be considered unless they are made or declared in accordance with the relevant procedure. Questions contained in written statements shall likewise not be considered.

The provisions of the German Stock Corporation Act (AktG) underlying these shareholders' rights read as follows:

***Section 118a Virtual shareholders' meeting (excerpt)***

- (1) *<sup>1</sup>The articles of association may allow for, or authorize the managing board to allow for, the shareholders' meeting to be held without the shareholders or their proxies being physically present at the place where the meeting is held (virtual shareholders' meeting). <sup>2</sup>If a virtual shareholders' meeting is held, the following conditions must be met:*
6. *shareholders are granted the right to submit statements in accordance with Section 130a (1) through (4) by means of electronic communication,*

***Section 130a Right to submit statements and right to speak at virtual shareholders' meetings (excerpt)***

- (1) *<sup>1</sup>In the case of a virtual shareholders' meeting, shareholders have the right to submit statements on the items on the agenda prior to the meeting by means of electronic communication using the address designated for this purpose in the notice of the shareholders' meeting. <sup>2</sup>The right may be confined to shareholders who have given due notification of attendance at the meeting. <sup>3</sup>The length of the statements may be reasonably restricted in the notice of the shareholders' meeting.*
- (2) *Statements shall be submitted by no later than five days prior to the meeting.*
- (3) *<sup>1</sup>The submitted statements shall be made available to all shareholders by no later than four days prior to the meeting. <sup>2</sup>Availability of the statements may be confined to shareholders who have given due notification of attendance at the meeting. <sup>3</sup>In the case of stock exchange listed companies, they shall be made available via the website of the company; in the case of Section 130a (3) sentence 2, they may also be made available via the website of a third party. <sup>4</sup>Section 126 (2) sentence 1 numbers 1, 3 and 6 shall apply mutatis mutandis.*
- (4) *Section 121 (7) shall apply to calculation of the deadlines specified in Section 130a (2) and (3) sentence 1.*

## **Section 126 Motions by shareholders (excerpt)**

- (2) <sup>1</sup>A countermotion and its statement of reasons need not be made available if:
1. the managing board would become criminally liable by reason of such availability;
  3. the statement of reasons contains statements which are manifestly false or misleading in material respects or if they are insulting;
  6. the shareholder indicates that he/she will neither attend nor be represented by proxy at the shareholders' meeting; or

## **Section 121 General (excerpt)**

- (7) <sup>1</sup>For periods and deadlines counted backwards from the date of the meeting, the day of the meeting shall not be included in the calculation. <sup>2</sup>Any move from a Sunday, Saturday or public holiday to a preceding or subsequent business day shall not be possible. <sup>3</sup>Sections 187 to 193 of the German Civil Code shall not be applied mutatis mutandis. <sup>4</sup>In the case of non-listed companies, the articles of association may prescribe a different calculation of the period.

## **6. Declaring objections to a resolution for the record pursuant to Section 118a (1) sentence 2 no. 8, Section 245 of the German Stock Corporation Act (AktG)**

Shareholders who have submitted due notification of attendance and are connected electronically to the meeting or their authorized representatives can declare objections to resolutions of the Annual Shareholders' Meeting for the record of the notary from the beginning of the Annual Shareholders' Meeting until its closing by Chairman of the meeting via the shareholder portal at the internet address [siemens-healthineers.com/asm](https://siemens-healthineers.com/asm) (Section 118a (1) sentence 2 no. 8, Section 245 sentence 1 no. 1 of the German Stock Corporation Act (AktG)). The notary authorized the Company to accept objections via the shareholder portal and will receive the objections via the shareholder portal.

The provisions of the German Stock Corporation Act (AktG) underlying these shareholders' rights read as follows:

### **Section 118a Virtual shareholders' meeting (excerpt)**

- (1) <sup>1</sup>The articles of association may allow for, or authorize the managing board to allow for, the shareholders' meeting to be held without the shareholders or their proxies being physically present at the place where the meeting is held (virtual shareholders' meeting). <sup>2</sup>If a virtual shareholders' meeting is held, the following conditions must be met:
8. shareholders connected electronically to the meeting shareholders shall be granted the right to declare objections to a resolution of the shareholders' meeting by means of electronic communication,

### **Section 245 Authority to bring an action for avoidance (excerpt)**

<sup>1</sup>The following shall have authority to bring an action for avoidance:

1. Any shareholder attending the shareholders' meeting, provided he/she has already acquired

*the shares prior to the agenda having been published by notice and provided he/she raised an objection concerning the resolution and had it recorded in the minutes;*

*<sup>2</sup>In the case of a virtual shareholders' meeting, all shareholders connected to the meeting electronically shall be deemed to be in attendance within the meaning of sentence 1 number 1.*

Kind regards,

**Siemens Healthineers AG**

**The Managing Board**