



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

Bylaws (Rules of Procedure)

of the Supervisory Board
of
Siemens Healthineers AG

Version dated September 27, 2021

Rules of Procedure of the Supervisory Board of Siemens Healthineers AG

§ 1

General

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

§ 2

Composition of the Supervisory Board

- (1) The Supervisory Board shall be composed in a manner in which its members collectively possess the required knowledge, skills and professional experience necessary for proper performance of their duties and, as a whole, are familiar with the sector in which the Company is operating. In due consideration of the recommendations

of the German Corporate Governance Code, the Supervisory Board shall name concrete goals for its composition and establish a competency profile for the overall body.

- (2) As a rule, only individuals who are not older than 70 years shall be recommended for election or appointment as Supervisory Board member.
- (3) A Supervisory Board member whose professional activities change substantially towards the point in time of their election shall discuss possible termination of his or her mandate with the Chair of the Supervisory Board.

§ 3

Secrecy

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

§ 4

Chair and Deputy Chair

- (1) The Supervisory Board will appoint a Chair and a Deputy Chair from among their number.
- (2) If the Chair or his/her Deputy resigns from office before expiry of the term of office, the Supervisory Board shall perform a re-election immediately, no later than during the next meeting of the Supervisory Board prior to any other decision.
- (3) The Deputy Chair shall have the same rights as the Chair in all cases in which he or she, while the Chair is unable to perform his or her office, acts in substitution of the Chair, but with the exception of the casting vote granted to the Chair in accordance with § 5 Paragraph 8 Sentence 3.

- (4) In case both the Chair and the Deputy Chair are unable to perform their duties, these duties shall be taken over by the most senior member or, in the case of equal seniority, by the oldest member of the Supervisory Board who is not unable to attend. He or she shall not be entitled to the casting vote under § 5 Paragraph 8 Sentence 3.
- (5) The Chair of the Supervisory Board shall coordinate the work within the Supervisory Board and represent the Supervisory Board's interests externally. Declarations of intent by the Supervisory Board and the Committees thereof shall be issued on behalf of the Supervisory Board by the Chair or his or her Deputy if the Chair is not available. The Chair or, if the Chair is not available, his or her Deputy shall be entitled to receive declarations for the Supervisory Board.
- (6) The Chair of the Supervisory Board shall be entitled to conduct discussions with investors on topics relevant to the Supervisory Board. He/she shall inform the Supervisory Board or its Committees of such discussions.

§ 5

Meetings; Convening of Meetings; Resolutions

- (1) The meetings shall be called by the Chair with a notice period of at least fourteen days, not counting the day on which the invitation is sent or the day on which the meeting is to be held. This notice period may be shortened in urgent cases. Meetings may be called in writing, verbally, by phone, by fax, by e-mail, or using other commonly used means of communication. The individual calling the meeting shall determine the format of the meeting. The Chair may cancel or move a called meeting that has been called at his or her due discretion.
- (2) The invitation shall make known the agenda of the meeting. Additions to the agenda shall be notified by the third day before the meeting, unless an urgent matter justifies later notification. Proposed resolutions relating to items on the agenda and the documents necessary to prepare for the meeting shall be distributed by the fifth day before the meeting, unless an urgent matter justifies later notification.
- (3) The Chair shall conduct the meetings and determine the working language of the meeting as well as the method and order in which the items on the agenda are dealt with.
- (4) The Supervisory Board has a quorum if at least half of the members that the Supervisory Board must comprise take part in the passing of resolutions. Absent Supervisory Board members who request a Supervisory Board member personally attending the meeting to submit written votes (including by e-mail or fax), Supervisory Board members who cast their votes in accordance with § 5 Paragraph 7, and members who abstain from casting

their votes during a resolution, shall be deemed to be in attendance within the meaning of preceding Sentence.

- (5) The passing of a resolution on an agenda item that was not included in the invitation convening the meeting or notified in accordance with § 5 Paragraph 2 Sentence 2 shall only be permitted if no member of the Supervisory Board objects to passing the resolution. Absent members shall be given the opportunity, within a reasonable period of time to be determined by the Chair of the Supervisory Board, to oppose to the resolution or to send a written vote or to cast their vote subsequently, in writing, verbally, by phone, fax, or e-mail, or using other commonly used means of communication. The resolution shall only enter into force if none of the absent Supervisory Board members notify the Chair of the Supervisory Board of their opposition within said period of time. Members of the Supervisory Board attending by conference call or using electronic means of communication shall be deemed present.
- (6) If a motion relating an item on the agenda is submitted or amended fewer than three days before the Supervisory Board meeting in such a way that a vote can be cast only with knowledge of the motion or amendment, absent members shall be given the opportunity, within a reasonable period of time to be determined by the Chair of the Supervisory Board, to cast their vote subsequently, in writing, verbally, by phone, fax, or e-mail, or using other commonly used means of communication. When determining the result of the vote on the resolution, the votes cast shall be included, if they have been received by the Chair of the Supervisory Board within the specified period of time. The passing of the resolution shall only be concluded, when the votes have been received or the specified period of time has expired without the votes having been received. Members of the Supervisory Board attending by conference call or using electronic means of communication shall be deemed present.
- (7) On the Chair's instruction and provided adequate notice is given, meetings may in individual circumstances be held and resolutions passed in writing, verbally, by phone, fax, or e-mail, or using other commonly used means of communication or a combination of such forms of communication, and individual members of the Supervisory Board may be allowed to participate in meetings and resolutions by conference call or using electronic means of communication (in particular video transmission). The option to cast votes in writing within the meaning of § 5 Paragraph 4 shall remain unaffected. The members of the Supervisory Board shall not be entitled to a right to object the instruction of the Chair.
- (8) The resolutions shall be passed with simple majority of the votes cast, unless the law determines otherwise in a mandatory manner. Abstention shall not be counted as votes cast in this sense. In the event of a tie, the vote shall be repeated, and if the repeated vote

again results in a tie, the Chair of the Supervisory Board is entitled to the casting vote; these votes may also be cast in writing within the meaning of § 5 Paragraph 4 or by conference call or using electronic means of communication (in particular video transmission).

- (9) Minutes shall be taken down of the meetings and resolutions of the Supervisory Board (for the purpose of record-keeping rather than entry into force) and shall be signed by the person presiding over the respective meeting and his or her selected keeper of the minutes or, if the resolutions were passed outside of a meeting, by the Chair of the Supervisory Board.

§ 6

Third-party attendance at meetings; involvement of third parties

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

§ 7

General Rules for Committees

- (1) The Supervisory Board shall establish and appoint from among its number the following committees:
 - a) a Chairman's Committee,
 - b) an Audit Committee,
 - c) an Innovation and Finance Committee and

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

§ 8

Chairman's Committee

- (1) The Chairman's Committee shall consist of the Chair of the Supervisory Board, the Deputy Chair elected in accordance with § 4 Paragraph 1 and one further member to be elected by the Supervisory Board. The Chairman's Committee shall be chaired by the Chair of the Supervisory Board.

- (2) The Chairman's Committee shall coordinate the work within the Supervisory Board, prepare the meetings of the Supervisory Board and the assessment of the effectiveness of the Supervisory Board's work and monitor the execution of the resolutions taken by the Supervisory Board or its committees.
- (3) The Chairman's Committee shall substitute for the Supervisory Board in passing resolutions on
 - a) the entry into transactions between the Company or an affiliated company on the one hand and a member of the Managing Board or individuals, enterprises, and associations closely related to a member of the Managing Board on the other, provided they require the Supervisory Board's approval in accordance with § 112 of the AktG or another requirement;
 - b) the approval of secondary activities of a member of the Managing Board under § 88 AktG as well as of Supervisory Board mandates outside the Healthineers Group;
 - c) the granting of loans to the group of individuals named in § 89, 115 of the AktG;
 - d) approval of contracts with members of the Supervisory Board in accordance with § 114 of the AktG;
 - e) legal representation of the Company in litigious procedures in which the Company is represented by the Managing Board together with the Supervisory Board or by the Supervisory Board alone, in particular in the event of an action for annulment or rescission (§ 246 Paragraph 2 Sentence 2, § 249 Paragraph 1 Sentence 1 AktG);
 - f) approval of transactions and measures for which approval is required under § 6 Paragraph 1 letters i) and j) of the Bylaws (Rules of Procedure) for the Managing Board.
- (4) The Chairman's Committee shall be competent for suggestions to the Supervisory Board for the appointment and dismissal of members of the Managing Board as well as extension of their mandates. In the case of suggestions for initial appointments, it is to be taken into consideration that the duration of appointment is not to exceed three years in general.
- (5) Within the framework of the remuneration system and the remuneration of individual members of the Managing Board resolved by the full Supervisory Board, the Chairman's

Committee shall be competent for entering into, amending, extending and terminating contract of employment with members of the Managing Board.

- (6) The Chairman's Committee shall submit to the full Supervisory Board proposals for determining the respective compensation of the individual members of the Management. The Chairman's Committee shall prepare resolutions of the full Supervisory Board on the remuneration system for the Managing Board and the Supervisory Board as well as regular review thereof.
- (7) The Chairman's Committee shall, taking into account the defined targets for its appointment suggestions to the Annual General Meeting as stipulated under § 2, suggest to the Supervisory Board suitable candidates as new members of the Supervisory Board.

§ 9

Audit Committee

- (1) The Audit Committee shall comprise three members to be elected by the Supervisory Board. The Audit Committee has to include at least one member of the Supervisory Board with expertise in the area of accounting and at least one other member with expertise in the area of auditing of financial statements. The members of the Audit Committee shall, as a whole, be familiar with the sector in which the Company is operating.
- (2) The Audit Committee shall have the following duties:
 - a) Monitoring of the annual audit, in particular of the selection, independence and qualification of the auditor; evaluation of the quality of the audit as well as the services of the auditor, including the additional services rendered by them; for this purpose, it shall observe the legal provisions, in particular the requirements under EU Regulation No. 537/2014 on annual audits.
 - b) Recommendation for the suggestion of the Supervisory Board to the Annual General Meeting on the election of the auditor and the group auditor as well as the auditor for the condensed financial statements and the interim management report for the group (half-year financial report for the group) to the extent they are audited or reviewed by the auditor;
 - c) Issuing the audit engagement to the auditors, determining areas of emphasis for the audit, and stipulating the fee with the auditors;

- d) Preparation of the Supervisory Board's audit of the annual and consolidated financial statements and the Managing Board's suggestion on the appropriation of profits;
 - e) Discussion of half-year and, if applicable, quarterly reports with the Managing Board before publication thereof;
 - f) Issues of accounting and risk management, including the monitoring of the accounting process, the adequacy and effectiveness of the internal control system, the risk management system, and the internal audit system;
 - g) Monitoring compliance with legal requirements, official regulations, and Company-internal guidelines (Compliance);
 - h) Dealing with the non-financial declaration or the separate non-financial report and, if applicable, assignment of an external audit under § 111 Paragraph 2 Sentence 4 AktG.
- (3) Each member of the Audit Committee is entitled to obtain, via the Chair of the Committee, all information relevant to its activities from the independent auditors, from the Managing Board and from the executive employees of the company who report directly to the Managing Board. The Chair of the Committee shall provide the information obtained to all members of the Audit Committee and shall immediately inform the Managing Board that information has been obtained.

§ 10

Innovation and Finance Committee

- (1) The Innovation and Finance Committee shall consist of the Chair of the Supervisory Board, the Deputy Chair elected in accordance with § 4 Paragraph 1 and four further members to be elected by the Supervisory Board.
- (2) The Innovation and Finance Committee shall be entrusted with the duties as stipulated by resolution of the Supervisory Board. In particular, it is responsible – based on the Company's overall strategy, which is the focus of the strategic discussions in the Supervisory Board – for discussions of the Company's innovation strategy and the preparation of negotiations and resolutions of the Supervisory Board on the financial situation and resources of the Company, including the annual budget, as well as investments in tangible assets and financial measures. In addition, in accordance with § 6 Paragraph 1 letters a), c), d), e), f) and g) of the Bylaws (Rules of Procedure) of the Managing Board, the Innovation and Finance Committee shall resolve instead of the

Supervisory Board on the approval of transactions and measures for which approval is required to the extent their value does not reach the amount of €300 million. Moreover, the Innovation and Finance Committee shall regularly deal with the corporate, brand and design image of the Company and its dependent companies (§§ 15 ff. AktG), in particular regarding its image as a company within the Siemens Group (“Siemens Brand”). Accordingly, the Innovation and Finance Committee shall resolve on the approval of measures for which approval is required under § 6 Paragraph 1 letter k) of the Bylaws (Rules of Procedure) for the Managing Board instead of the Supervisory Board.

§ 11

Related-Party Transactions Committee

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