



**Annual Shareholders' Meeting 2021
of Siemens Healthineers AG
on February 12, 2021**

Counterproposals and election nominations

Last updated: January 20, 2021

The following contains all the proposals by shareholders to be made available [counterproposals and election nominations by shareholders within the meaning of Sections 126 (1) and 127 of the German Stock Corporation Act (AktG)] regarding Agenda Items of the Annual Shareholders' Meeting of Siemens Healthineers AG on February 12, 2021. Assertions of fact and hyperlinks to third-party websites were also posted on the Internet unchanged and unchecked by us to the extent that they are required to be disclosed. Siemens Healthineers does not assume any responsibility for said content, nor does it endorse said websites and their content.

If proposals by shareholders to be made available are received by midnight (CET) on January 28, 2021, they will be published here. Management's position, if any, will also be published here.

Voting and voting instructions in respect of proposals by shareholders

The Company will treat the published counterproposals as if they had been submitted orally at the Shareholders' Meeting. You can vote in favor of proposals by shareholders which simply reject the proposal of the Management by marking the "NO" box of the Agenda Item relating to such proposal by shareholder on the printed Registration Form or in our Shareholder Portal at siemens-healthineers.com/agm Such proposals by shareholders are disclosed below **without capital letters**.

Proposals by shareholders that do not only reject the Management proposal but also put forward a resolution differing in content are indicated below **with capital letters**. If proposals by shareholders of this kind are to be voted on separately at the Annual Shareholders' Meeting and you wish to give instructions to a proxy representative on how to exercise your voting rights or you wish to submit your vote by postal voting, please tick the "FOR" or "AGAINST" box as appropriate to the right of each capital letter under the heading "Counterproposals and election nominations by shareholders" on the printed Registration Form or in our Shareholder Portal.

Horst Schilling, Rödental, has submitted the following proposals by shareholders:

Counterproposal concerning the Annual Shareholders' Meeting of Siemens.

Within the meaning of Sections 126 (1) and 127 of the German Stock Corporation Act (AktG) on the items of the agenda of the Annual Shareholders' Meeting of Siemens Healthineers AG on February 12, 2021.

With regard to Agenda Item 4, "To ratify the acts of the members of the Supervisory Board"

Motion on Agenda Item 4 (To ratify the acts of the members of the Supervisory Board):
Re Agenda Item 4 "To ratify the acts of the members of the Supervisory Board"

The acts of the members of the Supervisory Board shall not be ratified.

Statement of reason:

The Supervisory Board has the duty to supervise the Managing Board in the interests of shareholders and the company. The Supervisory Board fails to fulfill that duty (see the supporting information on Agenda Item 5).

With regard to Agenda Item 5, "To resolve on the appointment of independent auditors for the audit of the Annual Financial Statements and the Consolidated Financial Statements and for the review of the half-year Financial Report"

Motion on Agenda Item 5 (To resolve on the appointment of independent auditors):

Re Agenda Item 5 "To resolve on the appointment of independent auditors for the audit of the Annual Financial Statements and the Consolidated Financial Statements and for the review of the half-year Financial Report"

The Audit Committee's recommendation to appoint Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, as independent auditors for the audit of the Annual Financial Statements and the Consolidated Financial Statements for the first half of fiscal year 2021 shall not be endorsed.

Statement of reason:

On the basis of its Audit Committee's recommendation, the Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, be appointed to serve as independent auditors of the Annual Financial Statements and the Consolidated Financial Statements for fiscal year 2021 and auditor for the review of the condensed Financial Statements and the Interim Management Report for the first half of fiscal year 2021.

For years, the auditors from EY awarded an audit opinion on the annual financial statements of the Wirecard Group – until the latter went bust. Independent auditors audit (or, to put it better, should audit ...) the annual results of companies to ascertain that they are correct, i.e. whether their revenue, profit and debts are stated correctly and whether the disclosures on provisions, cash funds and receivables are right. The auditing firm EY had conducted these audits for Wirecard since 2009 and always certified that all the numbers were in order. It was not until KPMG was finally engaged as a further auditing firm that doubts began to grow, including among the auditors, as to whether the balance sheet was reliable. The auditors from EY then refused to sign off on the last annual financial statements, i.e. those for 2019. And the auditing firm EY has not just attracted negative attention in relation to Wirecard.

Michael Frege, the insolvency administrator of Maple Bank, is taking legal action against the auditors of EY at Stuttgart Regional Court. EY allegedly helped prepare and submit false tax returns (cum-ex transactions aimed at reducing taxes) and audited the bank's annual financial statements. (Damage amounting to €450 million was caused).

Now there are doubts that EY delivers what society (the general public) expects of it and what EY explicitly pledges in its corporate video: "To create trust in capital markets."

Only four large groups now share the major global engagements between them: Alongside EY, they are KPMG, PwC and Deloitte, who are termed the Big Four. This concentration came about as a result of mergers and because international groups usually engage international auditing companies instead of relying on several smaller ones. **The Wirecard affair should be cause to make an even clearer separation between auditing tasks and consulting** (as proposed by Michel Barnier, the former EU Commissioner for Internal Market and Services). The Financial Reporting Council (FRC) in London, which supervises accounting standards of companies, has now formulated guidelines under which auditors who give their seal of approval to a company's balance sheet must not act as consultants for the same company.

I as a shareholder no longer have any confidence in EY as independent auditors.

I ask the shareholders of Siemens Healthineers AG, in particular employee shareholders who are committed to sustainability and the company's long-term success, and above all the fund management companies DWS (which lost more than €600 million at Wirecard) and Union Investment (which lost €243 million at Wirecard) to endorse the motions in the interests of their customers.

I ask the governing bodies of Siemens Healthineers AG to make my counterproposals, which I have submitted in due time, available in accordance with Sections 126 and 127 et. seq. of the German Stock Corporation Act (AktG).

Thank you.

Shareholder
H. Schilling

(Shareholder Control Number: XXXXXXXXXX)

Derek J McIver, New York, has submitted the following proposals by shareholders:

ENGLISH VERSION

Submitted by Derek J McIver

[REDACTED]
New York, NY 10027 (USA)

[REDACTED]

With regard to Agenda Item 8, “To elect a further Supervisory Board member”

A counterproposal to the Siemens Healthineers 2021 Annual Shareholders’ Meeting Agenda Item 8.

Pursuant to the German Stock Corporation Act, the Supervisory Board is to set targets for the share of women on the Managing Board and Supervisory Board. If the share of women is less than 30% when the targets are set, the targets cannot be below the level that has already been achieved.

Whereas, Section C.4.2.4 of the Siemens Healthineers 2020 Annual Report¹ sets a target of at least a 2/9 composition of women on the Supervisory Board by September 2023. Women currently occupy 2 of 9 of the seats on the Supervisory Board of Siemens Healthineers AG.

Whereas, Agenda Item 8 is predicated on the approval of Agenda Item 7, which would change the composition of the Supervisory Board by adding one seat to the current nine. With the addition of a new seat, a composition of at least 2/9 (22.2%) of women would require a minimum of 3 women to sit on the Supervisory Board by September 2023. Before then, the share of women will decrease to 2/10 (20%) unless a woman is elected to fill that new seat, assuming all current members complete their terms.

Whereas, issues related to Diversity and Inclusion are vital for innovation and the sustainable success of Siemens Healthineers, as affirmed by public statements from members of the Managing Board.^{2,3}

Therefore, this counterproposal is to revoke the nomination of Mr. Peer M. Schatz, as proposed in Agenda Item 8, to fill the newly created Supervisory Board seat. The enlargement of the Supervisory Board will require at least 3 women to sit on it by September 2023, according to our targets. There is an opportunity today to meet and beat that target, and it should not be missed. While Mr. Schatz’ nomination (i.e. that of a man) does not explicitly conflict with the stated company targets, the resulting decrease in the share of women on the Supervisory Board is nonetheless a step backward and at odds with the 7 Principles of Healthineers.

In the event that the Managing Board is unable to propose another individual (woman) to fill a new vacant seat in time for the 2021 Annual Shareholders’ Meeting who brings to the table both “further industry specific know-how” and also the diverse and inclusive perspectives that Siemens Healthineers requires for long-term success, then any newly created seat will remain vacant until shareholders are able to vote on another candidate who does.

1. cdn0.scrvt.com/ec41840e14df52192984582863de63fa/180f4f3673c1bef8/747507c6608d/Siemens_Healthineers-Annual-Report_2020.pdf
2. youtube.com/watch?v=xMSthpU74wg
3. linkedin.com/posts/christophzindel_diversity-innovation-siemenshealthineers-activity-6754307621366308864-pG3i