



# Annual Shareholders' Meeting 2020

Notice of Annual Shareholders' Meeting  
of Siemens Healthineers AG  
on February 12, 2020

[siemens-healthineers.com](https://www.siemens-healthineers.com)



# **Siemens Healthineers AG Munich**

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Notice of  
Annual Shareholders' Meeting 2020

Munich, January 2020

## **To Our Shareholders**

Notice is hereby given  
that the Annual Shareholders' Meeting of  
Siemens Healthineers AG  
(hereinafter "Siemens Healthineers AG"  
or the "Company") will be held

## **When**

Wednesday, February 12, 2020, at 10:00 a.m. (CET)

## **Where**

at the ICM (International Congress Center Munich),  
Am Messesee 6, Messegelände,  
81829 Munich, Federal Republic of Germany,

for the following purposes:

## Agenda

1. To present the adopted Annual Financial Statements of Siemens Healthineers AG and the approved Consolidated Financial Statements of the Group, together with the Combined Management Report of Siemens Healthineers AG and the Group, as well as the Report of the Supervisory Board and the Corporate Governance Report for the fiscal year 2019

The materials referred to also include the compensation report and the explanatory report on the information required pursuant to Section 289a (1) and Section 315a (1) of the German Commercial Code (HGB). With the exception of the adopted Annual Financial Statements, these materials are part of the Annual Report 2019. The materials are available at our website at

- [corporate.siemens-healthineers.com/investor-relations/hv](https://corporate.siemens-healthineers.com/investor-relations/hv)

In addition, they will be available at the Annual Shareholders' Meeting and will also be explained there in more detail.

The Supervisory Board has already approved the Annual Financial Statements and the Consolidated Financial Statements prepared by the Managing Board; the Annual Financial Statements are thus adopted. In accordance with the applicable legal provisions, no resolution on agenda item 1 is therefore proposed to be adopted.

2. To resolve on the appropriation of the net income of Siemens Healthineers AG

The Supervisory Board and the Managing Board propose that the unappropriated net income of Siemens Healthineers AG for the fiscal year 2019 amounting to 1,057,475,714.39 € be appropriated as follows:

Unappropriated net income:	<b>1,057,475,714.39 €</b>
Distribution of a dividend of 0.80 € per share with no par value entitled to the dividend for the fiscal year 2019:	<b>799,001,698.40 €</b>
Amount carried forward to a new account:	<b>258,474,015.99 €</b>

The proposal for the appropriation of the net income takes into account the 1,247,877 treasury shares that were held directly or indirectly by the Company at the time the Annual Financial Statements were prepared by the Managing Board and which are not entitled to a dividend

pursuant to Section 71 b of the German Stock Corporation Act (AktG). Should there be any change in the number of shares with no par value entitled to a dividend for the expired fiscal year 2019 before the date of the Annual Shareholders' Meeting, the above proposal will be amended accordingly and presented for resolution at the Annual Shareholders' Meeting, with an unchanged dividend of 0.80 € per share with no par value entitled to the dividend as well as accordingly adjusted amounts for the sum to be distributed and to be carried forward.

In accordance with Section 58 (4) sentence 2 of the German Stock Corporation Act (AktG), the dividend is due on the third business day following the resolution adopted by the Annual Shareholders' Meeting, i.e. on February 17, 2020.

### **3. To ratify the acts of the members of the Managing Board**

The Supervisory Board and the Managing Board propose that the acts of the members of the Managing Board in office in the fiscal year 2019 be ratified for that period.

It is intended to let the Annual Shareholders' Meeting decide by separate ballot whether to ratify the acts of each individual member of the Managing Board.

### **4. To ratify the acts of the members of the Supervisory Board**

The Supervisory Board and the Managing Board propose that the acts of the members of the Supervisory Board in office in the fiscal year 2019 be ratified for that period.

It is intended to let the Annual Shareholders' Meeting decide by separate ballot whether to ratify the acts of each individual member of the Supervisory Board.

### **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**

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 the fiscal year 2020 and be appointed as auditors for the review of the Condensed Financial Statements and the Interim Management Report for the Group for the first half of the fiscal year 2020.

The Audit Committee declared that its recommendation has not been improperly influenced by third parties and that it has not been subject to any clause restricting its choice within the meaning of Article 16 (6) of the EU Audit Regulation.

## **6. To elect a member to the Supervisory Board (by-election)**

Pursuant to Sections 95, 96 (1) and 101 (1) of the German Stock Corporation Act (AktG) and pursuant to Section 7 (1) of the Articles of Association of the Company, the Company's Supervisory Board is composed of nine members, who are elected by the Annual Shareholders' Meeting in accordance with the provisions of the German Stock Corporation Act (AktG).

Mr. Michael Sen resigned as a member of the Supervisory Board of Siemens Healthineers AG with effect as from the end of the Annual Shareholders' Meeting on February 12, 2020. The Annual Shareholders' Meeting shall therefore elect a member of the Supervisory Board to succeed the retiring member.

Pursuant to Section 7 (2) sentence 3 of the Company's Articles of Association, a replacement for a member who leaves the Supervisory Board prior to the expiry of his or her term of office shall be elected for the remainder of the term of office of the member who has left the Supervisory Board, subject to any deviating determination of the term of office made when the member is elected. In order to establish a staggered board with differing terms of office for the members of the Supervisory Board in the future, the new Supervisory Board member replacing Mr. Sen shall be elected for a full term of five years.

The election nomination takes into account the targets adopted by the Supervisory Board for its composition and aims to ensure that the profile of required skills and expertise determined by the Supervisory Board for the Board as a whole is achieved.

The Supervisory Board proposes to the Annual Shareholders' Meeting to elect

**Dr. Roland Busch**, Deputy Chief Executive Officer, Chief Technology Officer and member of the Managing Board of Siemens Aktiengesellschaft, Berlin and Munich, Germany, resident in Erlangen, Germany,

with effect as from the end of the Annual Shareholders' Meeting on February 12, 2020, for the period of time until the end of the Annual Shareholders' Meeting that ratifies the acts of the members of the Supervisory Board for the fourth fiscal year following the start of the term of office. The fiscal year in which the term of office begins shall not be counted.

The election nomination by the Supervisory Board on this agenda item is based on the recommendation of the Chairman's Committee of the Supervisory Board. The Supervisory Board has verified that the candidate nominated for election to the Supervisory Board can devote the expected amount of time required to discharge this office.

Further information on the proposed candidate, such as his résumé, may be found following the Agenda and at the Company's website at

➤ [corporate.siemens-healthineers.com/investor-relations/hv](https://corporate.siemens-healthineers.com/investor-relations/hv)

## **7. To resolve on amending Section 12 of the Articles of Association on the Supervisory Board's remuneration**

The German Act Implementing the Second Shareholders' Rights Directive (ARUG II) stipulates that business transactions with related parties require the prior approval of the Supervisory Board or of a Supervisory Board committee established for that purpose if they exceed a certain threshold. If the Company's Supervisory Board decides to establish such a committee, the members of that committee shall also receive additional remuneration for their work on it. However, the additional remuneration shall only become payable in case this committee has been active during the respective fiscal year, i.e. if it has convened for at least one meeting or passed at least one resolution. Accordingly, the following Section (d) is to be appended to the end of Section 12 (1) of the Company's Articles of Association on the remuneration of the Supervisory Board:

"(d) if the Supervisory Board establishes a Committee for Related Party Transactions, to the Chairman of that Committee: 20,000.00 €; to each other member: 10,000.00 €. The remuneration shall only become payable for fiscal years when the Committee for Related Party Transactions has convened for at least one meeting or passed at least one resolution, including meetings and resolutions in the form stated in Section 11 (3) and (4) of the Articles of Association."

The Supervisory Board and the Managing Board therefore propose that the following resolution be adopted:

Section 12 (1) of the Articles of Association of Siemens Healthineers AG shall be amended to read as follows:

"Section 12 – Remuneration

(1) The Supervisory Board members shall receive a basic remuneration of 110,000.00 € for each fiscal year of the Company; the Supervisory Board chairman shall receive a basic remuneration of 220,000.00 € for each fiscal year of the Company. For work on the Supervisory Board committees, the following additional amounts shall be paid:

- (a) to the Chairman of the Audit Committee: 80,000.00 €; to each other member of the Audit Committee: 40,000.00 €;
- (b) to the Chairman of the Chairman's Committee (*Präsidium*): 40,000.00 €; to each other member of the Chairman's Committee: 20,000.00 €;
- (c) to the Chairman of the Innovation and Finance Committee: 60,000.00 €; to each other member of the Innovation and Finance Committee: 30,000.00 €;
- (d) if the Supervisory Board establishes a Committee for Related Party Transactions, to the Chairman of that Committee: 20,000.00 €; to each other member: 10,000.00 €. The remuneration shall only become payable for fiscal years when the Committee for Related Party Transactions has convened for at least one meeting or passed at least one resolution, including meetings and resolutions in the form stated in Section 11 (3) and (4) of the Articles of Association."

The Articles of Association of the Company as currently valid are available on the internet at

- [corporate.siemens-healthineers.com/investor-relations/hv](https://corporate.siemens-healthineers.com/investor-relations/hv)

In addition, they will be available at the Annual Shareholders' Meeting.



## Information on the Supervisory Board candidate proposed for election under Agenda Item 6

### Dr. Roland Busch

Deputy Chief Executive Officer, Chief Technology Officer and member of the Managing Board of Siemens Aktiengesellschaft, Berlin and Munich, Germany

born on November 22, 1964 in Erlangen, Germany

#### Education:

- Studied physics at Friedrich Alexander University in Erlangen-Nuremberg, Germany, and at the University of Grenoble, France
- Dipl.-Phys., Dr. rer. nat.

#### Professional career:

- 1994 Siemens Aktiengesellschaft, Erlangen, Germany, Corporate Research and Development Department
- Project head
- 1995 Siemens Aktiengesellschaft, Automotive Systems Group, Strategic Planning, Regensburg, Germany
- Expert in fuel cell technology
  - From 1997, additionally: Assistant to the Group Executive Management
- 1998 Siemens Aktiengesellschaft, Process and Information Management
- Head of Central Quality and Internal Consulting
- 2001 Integration of VDO into Siemens VDO Automotive AG
- Head of Strategy and Consulting
- 2002 Siemens Aktiengesellschaft, Head of Infotainment Solutions Division
- 2005 Siemens VDO Automotive Asia Pacific Co. Ltd., Shanghai, China
- President and CEO
- 2007 Siemens Aktiengesellschaft, Transportation Systems Group, Erlangen, Germany
- Head of Mass Transit Division
- 2008 Siemens Aktiengesellschaft, Corporate Development Department, Munich, Germany
- Head of Corporate Strategies

2011 Member of the Managing Board of Siemens Aktiengesellschaft

- Chief Technology Officer since December 2016
- Chief Operating Officer from October 2018 until September 2019

since 2019

- Chairman of the Supervisory Board of Siemens Mobility GmbH since August 2019
- Deputy Chief Executive Officer of Siemens Aktiengesellschaft since October 2019
- Labor Director of Siemens Aktiengesellschaft since December 2019

**Memberships of other statutory supervisory boards or of comparable domestic or foreign controlling bodies of commercial enterprises (external positions):**

*Memberships of other domestic statutory supervisory boards:*

- OSRAM Licht AG, Munich, Germany (deputy chairman)
- OSRAM GmbH, Munich, Germany (deputy chairman, mandate within the OSRAM Licht AG group)
- Siemens Mobility GmbH, Munich, Germany (chairman)\*
- Siemens Postal, Parcel & Airport Logistics GmbH, Konstanz, Germany\*

*Memberships of comparable domestic or foreign controlling bodies of commercial enterprises:*

- Atos SE, Bezons, France
- Arabia Electric Ltd. (Equipment), Jeddah, Saudi Arabia\*
- ESMT European School of Management and Technology GmbH, Berlin, Germany
- ISCOA Industries and Maintenance Ltd., Dammam, Saudi Arabia (deputy chairman)\*
- Siemens Ltd., Riyadh, Saudi Arabia\*
- Siemens W.L.L., Doha, Qatar\*
- VA TECH T&D Co. Ltd., Riyadh, Saudi Arabia\*

Dr. Busch is a member of the Managing Board of Siemens Aktiengesellschaft, with its registered seat in Berlin and Munich. Siemens Aktiengesellschaft directly and indirectly holds 85% of the Company's capital stock at the time Notice of the Annual Shareholders' Meeting is given. Pursuant to Section 5.4.1 (6) to (8) of the German Corporate Governance Code, Dr. Busch therefore has a business relationship with a shareholder with a material interest in the Company.

\*Mandates within the Siemens Aktiengesellschaft group

Apart from that, in the opinion of the Supervisory Board, there is no personal or business relationship between Dr. Busch and the Company, the governing bodies of the Company or a shareholder with a material interest in the Company that an objectively judging shareholder would consider decisive for their election decision in accordance with Section 5.4.1 (6) to (8) of the German Corporate Governance Code.

## Total number of shares and voting rights

At the time of giving Notice of the Annual Shareholders' Meeting, the Company's capital stock amounts to 1,000,000,000 shares with no par value, with each share entitling the holder to one vote. The total number of voting rights thus amounts to 1,000,000,000. At the time the Annual Financial Statements were prepared by the Managing Board, 1,247,877 shares of these 1,000,000,000 shares were held as treasury shares from which the Company derives no rights.

## Prerequisites for attending the Annual Shareholders' Meeting and for exercising the voting rights

### Notification of attendance

Those shareholders are entitled to attend and vote at the Annual Shareholders' Meeting who are recorded as shareholders of the Company in the Company's share register and who have submitted timely notification of attendance at the Annual Shareholders' Meeting. The notification of attendance shall be received by the Company no later than by

**midnight (CET) on Wednesday, February 5, 2020,**

in text form in the German or English language at the following address:

Siemens Healthineers AG  
c/o Computershare Operations Center  
80249 Munich, Germany

or faxed to: +49 (0)89 30903-74675

or e-mailed to: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

In addition, the Company offers you the possibility of notifying it of your attendance online on the shareholder portal, which you may access via the internet at

- [corporate.siemens-healthineers.com/investor-relations/hv](https://corporate.siemens-healthineers.com/investor-relations/hv)

You may obtain online access by entering your Shareholder Control Number and the related Personal Identification Number (PIN), both of which are found in the materials sent to you. Shareholders who have already registered for electronic delivery of invitations to Annual Shareholders' Meetings with an Access

Password selected by them shall use this Access Password. Further information on the attendance notification procedure is provided on the Attendance Notification Form (which may also be used to assign a proxy and vote by absentee voting) sent to you together with the Notice of Annual Shareholders' Meeting, as well as at the above-mentioned website.

Credit institutions, shareholders' associations as well as other intermediaries within the meaning of Section 135 of the German Stock Corporation Act (AktG) and others of equal status pursuant to Section 135 of the German Stock Corporation Act (AktG) are not entitled to cast votes for shares not owned by them, but recorded under their names in the Company's share register, unless they have the shareholder's authority.

### **Technical record date, free disposability of shares**

The right to attend and vote is based on the shareholding evidenced by entry in the Company's share register as of the date of the Annual Shareholders' Meeting. However, applications for registration in the Company's share register received by the Company after the end of the closing date of the notification period from February 6, 2020 through February 12, 2020 (each including), will be processed and considered only with effect after the Annual Shareholders' Meeting on February 12, 2020. The technical record date is therefore the end of February 5, 2020 (midnight CET).

A notification of attendance at the Annual Shareholders' Meeting does not result in the blocking of shares. Shareholders may dispose of their shares even after having registered for attendance at the Annual Shareholders' Meeting. However, persons who acquire shares and whose applications for registration are received by the Company after February 5, 2020 cannot exercise the right to attend and vote conferred by those shares, unless they obtain authorization to act as a proxy representative or to exercise said rights.

## **Proxy voting procedure**

Shareholders who are registered in the Company's share register are entitled to appoint a proxy representative – such as a credit institution or a shareholders' association – and to delegate to this representative their authority to vote their shares at the Annual Shareholders' Meeting. If the shareholder authorizes more than one person, the Company may reject

one or more of them. If proxy authorization is granted, timely notification of attendance shall be made by the shareholder or the duly authorized proxy in accordance with the provisions specified in section "Notification of attendance" above.

A proxy authorization, its revocation and evidence of proxy authorization *vis-à-vis* the Company shall be provided in text form (Section 126b of the German Civil Code (BGB)) if neither a credit institution, a shareholders' association nor other intermediaries within the meaning of Section 135 of the German Stock Corporation Act (AktG) or others of equal status pursuant to Section 135 of the German Stock Corporation Act (AktG) are authorized.

Shareholders may use the form sent to them together with the Notice of Annual Shareholders' Meeting to grant proxy authorizations; the form may also be accessed at the above-mentioned internet address. Any notifications regarding a proxy authorization, evidence thereof to the Company and, if applicable, its revocation may be made by post, by e-mail or by fax to the address, e-mail address or fax number specified in section "Notification of Attendance" above. The Company also offers you as a shareholder the possibility of granting proxy authorizations on the shareholder portal, which may be accessed via the above-mentioned internet address. The required access data is sent to shareholders together with the Notice of Annual Shareholders' Meeting. Shareholders who have already registered for electronic delivery of invitations to Annual Shareholders' Meetings with an Access Password selected by them shall use this Access Password. The proxy authorization may also be granted, evidenced and revoked in any other due form.

If the proxy authorization or evidence of proxy authorization is sent to the Company beforehand to the above-mentioned address, fax number or e-mail address or via the shareholder portal, we ask you for organizational reasons to send it by midnight (CET) on February 11, 2020. Proof of proxy authorization may also be furnished by the proxy representative upon admission on the day of the Annual Shareholders' Meeting.

Text form is not required if a credit institution, shareholders' association, other intermediaries within the meaning of Section 135 of the German Stock Corporation Act (AktG) or others of equal status pursuant to Section 135 (8) or Section 135 of the German Stock Corporation Act (AktG) are granted proxy authorization. The law stipulates that in such cases the proxy authorization shall be granted to a specific proxy representative and recorded verifiably by the proxy representative. The declaration of proxy authorization shall also be complete and may only contain declarations relating to the exercise of voting rights. In such case, please agree on the form of the

proxy authorization with the proxy. However, violation of this and certain other requirements under Section 135 of the German Stock Corporation Act (AktG) will not affect the validity of the votes cast in accordance with Section 135 (7) of the German Stock Corporation Act (AktG).

As a service for you as a shareholder, the Company has also appointed Dr. Angelika Schwetzler and Mr. Markus Stebe as proxy representatives whom you may likewise authorize to vote on your behalf. The proxy representatives appointed by the Company will exercise voting rights solely on the basis of the voting instructions issued by the shareholder. Proxy authorizations and voting instructions shall be issued to the proxy representatives appointed by the Company by midnight (CET) on Tuesday, February 11, 2020 (time of receipt), by postal mail, e-mail or fax to the address, e-mail address or fax number specified in section "Notification of attendance" above. Please use the form enclosed with the notification of attendance materials and available via the internet at

- [corporate.siemens-healthineers.com/investor-relations/hv](https://corporate.siemens-healthineers.com/investor-relations/hv)

for this purpose. Alternatively, you may issue proxy authorizations and voting instructions to the proxy representatives appointed by the Company, likewise by midnight (CET) on Tuesday, February 11, 2020, on the shareholder portal, which you may access via the internet at

- [corporate.siemens-healthineers.com/investor-relations/hv](https://corporate.siemens-healthineers.com/investor-relations/hv)

Voting instructions may also be changed or revoked via the shareholder portal by midnight (CET) on Tuesday, February 11, 2020. After midnight on Tuesday, February 11, 2020, shareholders may issue or change proxy authorizations and voting instructions to the proxy representatives appointed by the Company only by completing the form handed out at the entrance to the Annual Shareholders' Meeting and submitting it at the designated counter by no later than the end of the general debate at the Annual Shareholders' Meeting.

If proxy authorization is granted to proxy representatives appointed by the Company, timely notification of attendance shall also be given in accordance with the provisions specified in section "Notification of attendance" above.

It should be noted that the proxy representatives appointed by the Company are authorized to exercise voting rights under the proxy authorization granted by shareholders only if and insofar as they have been issued with explicit, clear instructions on how to vote on individual items on the agenda. If there are no explicit, clear instructions, the proxy representative will abstain from voting on any such agenda item. The proxy representatives are obligated to vote in accordance

with the voting instructions issued to them. The voting instructions issued to the proxy representatives appointed by the Company on agenda item 2 (appropriation of the net income) will remain valid even if the proposal for appropriation of the net income is adjusted due to a change in the number of shares entitled to a dividend. If a separate ballot is held on an agenda item without notification of this having been given before the Annual Shareholders' Meeting, an instruction issued for that agenda item as a whole shall constitute instructions on how to vote on each item of the separate ballot.

The proxy representatives appointed by the Company may not accept any voting instructions on procedural motions or other proposals or election nominations not announced beforehand; they will also not accept instructions on requests to speak, objections to resolutions of the Annual Shareholders' Meeting or requests to submit questions or proposals. The personal attendance of a shareholder or an authorized third party in the Annual Shareholders' Meeting shall automatically mean that the proxy authorization and voting instructions previously granted to the proxy representatives appointed by the Company are revoked.

If the Company receives votes cast by absentee voting pursuant to section "Absentee voting procedure" below as well as per proxy authorization and voting instruction to the proxy representatives appointed by the Company, votes cast by absentee voting are considered to have priority. If, in addition, instructions to the proxy representatives appointed by the Company given through different means of communication deviate from one another, the last instruction given shall, as a matter of principle, apply. In the event that it is not possible to determine which instruction was last issued, these will be taken into account as follows, depending on the means of communication: first the declaration per shareholder portal, subsequently per e-mail, then per fax and finally per postal mail.

Further details are provided on the Attendance Notification Form sent to you together with the Notice of Annual Shareholders' Meeting and at the above-mentioned website.

## **Absentee voting procedure**

Shareholders registered in the Company's share register are entitled to submit their votes by way of absentee voting (voting by mail), even without attending the Annual Shareholders' Meeting. Only those shareholders of record are entitled to vote by absentee voting whose notification of attendance at the Annual Shareholders' Meeting (see section "Notification



of attendance" above) has been given in a timely manner. Authorized credit institutions, shareholders' associations as well as other intermediaries within the meaning of Section 135 of the German Stock Corporation Act (AktG) and others of equal status pursuant to Section 135 of the German Stock Corporation Act (AktG) may also take advantage of absentee voting.

Absentee voting shall be in writing or by using electronic communication. Please use preferably the Attendance Notification Form sent to you together with the Notice of Annual Shareholders' Meeting and send it to the address, e-mail address or fax number specified in section "Notification of attendance" above or use the shareholder portal.

Please note that you cannot cast absentee votes with regard to any votes on possible procedural motions or counterproposals or election nominations or other proposals, insofar as these were not made available or published prior to the Annual Shareholders' Meeting in accordance with statutory provisions or are only put forward during the Annual Shareholders' Meeting. Votes cast per absentee voting on agenda item 2 (appropriation of the net income) will remain valid even if the proposal for appropriation of the net income is adjusted due to a change in the number of shares entitled to a dividend. If a separate ballot is held on an agenda item without notification of this having been given before the Annual Shareholders' Meeting, votes cast per absentee voting for that agenda item as a whole shall constitute absentee votes cast on each item of the separate ballot.

For organizational reasons, votes cast by absentee voting shall be received by the Company by midnight (CET) on February 11, 2020.

If votes cast by absentee voting received through different means of communication deviate from one another, the last vote cast by absentee voting shall, as a matter of principle, apply. In the event that it is not possible to determine which vote by absentee voting was last cast, these will be taken into account as follows, depending on the means of communications: first the declaration per shareholder portal, subsequently per e-mail, then per fax and finally per postal mail. The personal participation of a shareholder or an authorized third party in the Annual Shareholders' Meeting is automatically deemed to be a revocation of the absentee votes previously received by the Company.

Further details are provided on the Attendance Notification Form sent to you together with the Notice of Annual Shareholders' Meeting and at the above-mentioned internet address.

## **Inquiries, proposals, election nominations, and information requests**

**Information on shareholders' rights pursuant to Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) of the German Stock Corporation Act (AktG)**

**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 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 shall prove that they have held the shares for at least 90 days before the date the request is received and that they 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 change 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 shall be accompanied by a statement of reasons or a formal resolution proposal. The request shall be submitted in writing to the Managing Board of Siemens Healthineers AG and be received by the Company no later than midnight (CET) on Sunday, January 12, 2020. Please use the following address to submit your respective requests:

Managing Board of Siemens Healthineers AG  
Henkestraße 127  
91052 Erlangen, Germany

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 without undue delay upon receipt in the German Federal Gazette (*Bundesanzeiger*). In addition, such requests will be published on the internet at

- [corporate.siemens-healthineers.com/investor-relations/hv](https://corporate.siemens-healthineers.com/investor-relations/hv)

and communicated to the shareholders pursuant to Section 125 (1) sentence 3 of the German Stock Corporation Act (AktG).

## **Counterproposals and election nominations pursuant to Section 126 (1) and Section 127 of the German Stock Corporation Act (AktG)**

In addition, shareholders may submit to the Company counterproposals to Managing Board and/or Supervisory Board proposals relating to specific agenda items and make election nominations for Supervisory Board members or independent auditors. All counterproposals (along with a statement of reasons) and election nominations shall exclusively be sent to:

Siemens Healthineers AG  
Henkestraße 127  
91052 Erlangen, Germany

or faxed to: +49 (9131) 84-8807

or e-mailed to: [HV.team@siemens-healthineers.com](mailto:HV.team@siemens-healthineers.com)

Counterproposals and election nominations by shareholders to be made available, including the shareholder's name and any statement of reasons to be made available, will be posted on the internet at

➤ **[corporate.siemens-healthineers.com/investor-relations/hv](https://corporate.siemens-healthineers.com/investor-relations/hv)**

without undue delay upon their receipt. All counterproposals and election nominations relating to items on the Agenda that are received at the above-mentioned address by midnight (CET) on Tuesday, January 28, 2020 will be considered. Statements by the management, if any, on the counterproposals and election nominations will also be available at the above-mentioned website.

The right of every shareholder to submit counterproposals or election nominations to the various agenda items even without prior notification to the Company shall remain unaffected. We would like to point out that countermotions or election nominations that have been submitted to the Company in advance and in due time will only be considered at the Annual Shareholders' Meeting if they are submitted there orally.

## **Right to obtain information pursuant to Section 131 (1) of the German Stock Corporation Act (AktG)**

Every shareholder or shareholder representative present at the Annual Shareholders' Meeting may request from the Managing Board information regarding the Company's affairs,

to the extent that such information is necessary to allow a proper evaluation of an item on the agenda. Such information also relates to the Company's legal and business relationships with any affiliated companies, and the position of the Group and any companies included in the Consolidated Financial Statements.

## **Additional explanations**

Additional explanations regarding shareholders' rights pursuant to Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) of the German Stock Corporation Act (AktG) may be found at the Company's website at

- [corporate.siemens-healthineers.com/investor-relations/hv](https://corporate.siemens-healthineers.com/investor-relations/hv)

## **Live transmission of the Annual Shareholders' Meeting**

As determined by the Chairman of the Meeting, the entire Annual Shareholders' Meeting on February 12, 2020 will be webcast live for shareholders of Siemens Healthineers AG over the internet starting at 10:00 a.m. (CET) at

- [corporate.siemens-healthineers.com/investor-relations/hv](https://corporate.siemens-healthineers.com/investor-relations/hv)

Shareholders of record will be able to obtain online access by entering their Shareholder Control Number and the related Personal Identification Number (PIN) specified in the materials sent to them. Shareholders who have already registered for electronic delivery of invitations to Annual Shareholders' Meetings with an Access Password selected by them shall use this Access Password.

Furthermore, up to the beginning of the general debate, the Annual Shareholders' Meeting may also be followed by other interested parties live over the internet at

- [corporate.siemens-healthineers.com/investor-relations/hv](https://corporate.siemens-healthineers.com/investor-relations/hv)

A replay of the Annual Shareholders' Meeting up to the beginning of the general debate, but not of the entire Annual Shareholders' Meeting, will be available after the Annual Shareholders' Meeting at the above internet address.

The live transmission of the Annual Shareholders' Meeting does not allow for a participation in the Annual Shareholders' Meeting within the meaning of Section 118 (1) sentence 2 of the German Stock Corporation Act (AktG).

## **Website where information pursuant to Section 124a of the German Stock Corporation Act (AktG) is available**

The Notice of Annual Shareholders' Meeting, together with the information and explanations required by law, is also available at our website at

- [corporate.siemens-healthineers.com/de/investor-relations/hv](https://corporate.siemens-healthineers.com/de/investor-relations/hv)

where the information pursuant to Section 124a of the German Stock Corporation Act (AktG) may also be found.

The voting results will be posted at the same website after the Annual Shareholders' Meeting.

## **Information on data protection**

Your personal data is processed to maintain the share register as stipulated by the German Stock Corporation Act (AktG), to communicate with you as a shareholder, and to organize our Annual Shareholders' Meeting. In addition, your data is used for related purposes and to fulfill further statutory obligations (such as obligations to furnish proof or retention obligations). The Company is the controller who is responsible for processing the data. The legal basis for processing the data is Article 6 (1) sentence 1 point (c) of the General Data Protection Regulation (GDPR). The Company engages various service providers for the purpose of holding the Annual Shareholders' Meeting. The Company provides them only with the personal data they need to provide the requested service. The service providers are obliged to process that data solely in accordance with the Company's instructions. In addition, personal data is made available to the shareholders and shareholder representatives in connection with the Annual Shareholders' Meeting, namely in the form of the list of participants, within the framework of the statutory regulations. The personal data is stored and then erased within the framework of the requirements defined by law.

Subject to the statutory requirements, shareholders have a right at any time to request access to and rectification of their personal data or restriction of processing or to object to the processing and to demand erasure, as well as a right to data

portability in accordance with Chapter III GDPR. They may exercise these rights *vis-à-vis* the Company free of charge via the internet address

- [bkms-system.net/SHS-DP](https://bkms-system.net/SHS-DP)

You may also contact our Data Privacy Officer Dr. Katja Stadelmann at the following internet address:

- [bkms-system.net/SHS-DP](https://bkms-system.net/SHS-DP)

Shareholders also have the right to lodge a complaint with the data protection supervisory authorities in accordance with Article 77 GDPR.

Kind regards,

**Siemens Healthineers AG**  
**The Managing Board**

**Siemens Healthineers AG**

**Chairman of the Supervisory Board:** Ralf P. Thomas

**Managing Board:** Bernhard Montag, Chief Executive Officer;  
Jochen Schmitz, Christoph Zindel

**Registered office:** Munich, Germany

**Commercial Registry:** Munich, HRB 237558



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**Siemens Healthineers AG**

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