



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

**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) in conjunction with Section 1 (1), (2) and (6) of the COVID-19 Act**

**1. Virtual Annual Shareholders' Meeting on the basis of the COVID-19 Act**

The Managing Board and Supervisory Board of Siemens Healthineers AG have decided to hold the Annual Shareholders' Meeting of Siemens Healthineers AG in 2021 as a virtual Annual Shareholders' Meeting without the physical attendance of the shareholders or their authorized representatives in accordance with Section 1 (1), (2) and (6) of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic of March 27, 2020 (German Federal Law Gazette I No. 14 2020, p. 570), the provisions of which continue to apply on the basis of the Ordinance to Extend Measures Under the Law of Companies, Cooperative Societies, Associations and Foundations to Combat the Effects of the COVID-19 Pandemic of October 20, 2020 (German Federal Law Gazette I No. 48 2020, p. 2248) until December 31, 2021 (hereinafter referred to as the "COVID-19 Act").

All shareholders will be able to view the entire Annual Shareholders' Meeting live through video and audio broadcast via the Company's password-protected shareholder portal at the Internet address **[siemens-healthineers.com/agm](https://siemens-healthineers.com/agm)**

The Notice of Annual Shareholders' Meeting 2021 contains 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) in conjunction with Section 1 (1) and (2) of the COVID-19 Act. 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 at least 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. Each new item must be accompanied by a statement of reasons or a formal resolution

proposal. 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 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*. 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 Tuesday, January 12, 2021. Please use the following address to submit your respective requests:

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

or e-mail them to:  
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 without undue delay upon receipt in the German Federal Gazette (Bundesanzeiger). In addition, such requests will be published on the Internet at **siemens-healthineers.com/agm** and communicated to the shareholders in accordance with Section 125 (1) sentence 3 of the German Stock Corporation Act (AktG). Formal resolution proposals accompanying such requests for additions to the agenda will be treated as if they were submitted orally during the Annual Shareholders' Meeting.

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 have held 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 87 Principles applying to the emoluments of the members of the managing board (excerpt)*

- (4) The shareholders' meeting may reduce the maximum compensation specified in accordance with Section 87a (1) sentence 2 number 1 pursuant to a request in accordance with Section 122 (2) sentence 1.

*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 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. 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 items on the agenda and make election 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 shareholder's name, a statement of reasons and 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 request) under the conditions specified therein, provided that the shareholder transmitted to the Company at least 14 days prior to the Annual Shareholders' Meeting a counterproposal 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 Thursday, January 28, 2021. A counterproposal and its statement of reasons need not be made available if one of the exclusions defined in Section 126 (2) of the German Stock Corporation Act (AktG) applies. The statement of reasons also does not need to be made available if it exceeds a total of 5,000 characters.

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 need to be supported by a statement of reasons. Election nominations shall only be made available if they state the name, actual profession and place of residence of the nominated person and, if Supervisory Board members are being elected, details on their membership in other supervisory boards whose establishment is required by law (cf. Section 127 sentence 3 in connection 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 counterproposals available apply *mutatis mutandis*.

Counterproposals (including a statement of reasons) and election nominations from shareholders in accordance with Section 126 (1) and Section 127 of the German Stock Corporation Act (AktG) must be sent to

Siemens Healthineers AG  
Henkestraße 127  
91052 Erlangen, Germany

or e-mailed to:  
HV.team@siemens-healthineers.com

Counterproposals and election nominations by shareholders to be made available, including the shareholder's name and place of residence or, as the case may be, registered office and any statements of reasons to be made available, will be posted on the Internet at **siemens-healthineers.com/agm** without undue delay upon their receipt. Management's positions, if any, will also be published at the above-mentioned Internet address.

The Company will treat the counterproposals thus published as if they had been orally submitted during the Annual Shareholders' Meeting.

The provisions of the German Stock Corporation Act (AktG) underlying these shareholders' rights, which also specify under which conditions counterproposals and election nominations do not need 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 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 a counterproposal 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 accessible via the company's website. <sup>4</sup>Section 125 (3) shall apply mutatis mutandis.*
- (2) *<sup>1</sup>A counterproposal and its statement of reasons does not need to be made available if:*
- 1. the managing board would become criminally liable by reason of such availability;*
  - 2. the counterproposal 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 counterproposal 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 counterproposal 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 counterproposal;*
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 counterproposal he/she has submitted, or failed to cause said counterproposal 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 counterproposals for resolution with respect to the same subject matter, the managing board may combine such counterproposals and the respective statements of reasons.*

*Section 127 Election 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 does not need to be supported by a statement of reasons. <sup>3</sup>The managing board does not need to 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 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, 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, by the beginning of the 21st day before the shareholders' meeting*

(3) *Every member of the supervisory board may request that the managing board send 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 paragraph 1 sentence 1 and paragraph 2 are specified in Commission Implementing Regulation (EU) 2018/1212.*

<sup>2</sup>*Section 67a (2) sentence 1 shall apply to paragraphs 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 paragraphs 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.*

**4. Right to obtain information pursuant to Section 131 (1) of the German Stock Corporation Act (AktG), opportunity to ask questions by means of electronic communication pursuant to Section 1 (2) sentence 1 no. 3 in conjunction with sentence 2 of the COVID-19 Act**

Pursuant to Section 131 (1) of the German Stock Corporation Act (AktG), during in-person shareholders' meetings, every shareholder or shareholder representative may request from the Managing Board 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.

The above right to obtain information does not exist during the virtual Annual Shareholders' Meeting to be held on February 12, 2021. On the basis of the COVID-19 Act, shareholders need not be granted any statutory right to obtain information during the virtual Annual Shareholders' Meeting; instead, they must be granted the opportunity to ask questions by means of electronic communication. This does not entail any right to receive answers.

With the approval of the Supervisory Board, the Managing Board of Siemens Healthineers AG has decided that shareholders or their authorized representatives may, after submitting notification of attendance, direct questions to the Managing Board via the shareholder portal on the Internet at **siemens-healthineers.com/agm**

Such questions must be received by the Company by no later than 12:00 p.m. (CET) on Wednesday, February 10, 2021 via the shareholder portal. No questions can be submitted after that time and in particular during the virtual Annual Shareholders' Meeting.

The Managing Board will decide at its own due, absolute discretion which questions it will answer and how. In particular, it may combine questions and select questions that are of broad interest to the other shareholders. In doing so, it may give preference to shareholders' associations and institutional investors with significant holdings of voting shares. Questions in foreign languages will not be considered.

When questions are answered during the Annual Shareholders' Meeting, the name of the shareholder who submitted the question is only disclosed (to the extent that questions are answered individually) if the shareholder expressly agreed to such disclosure when submitting the question.

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

#### *Section 131 Shareholders' right to obtain information*

- (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.

(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 or financial services 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>The managing board may not refuse to provide such information on the grounds of paragraph 3 sentence 1 no. 1 through 4. <sup>3</sup>Sentences 1 and 2 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) *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.*

The provisions of the COVID-19 Act underlying these shareholders' rights read as follows:

*Section 1 Stock corporations; partnerships limited by shares; European companies (SEs); mutual insurance companies (excerpts)*

- (2) *<sup>1</sup>The managing board may decide to hold the shareholders' meeting as a virtual shareholders' meeting without the physical attendance of the shareholders or their proxy representatives, provided that*
- 1. the entire shareholders' meeting is broadcast by means of video and audio stream;*
  - 2. shareholders can exercise their voting rights by means of electronic communication (by postal voting or electronic participation) and authorize proxy representatives;*
  - 3. shareholders are given the opportunity to ask questions by means of electronic communication;*
  - 4. shareholders who have exercised their voting rights in accordance with number 2 are given the opportunity to object to a resolution adopted by the shareholders' meeting by way of derogation from Section 245 number 1 of the German Stock Corporation Act (AktG), with the need to be physically present at the shareholders' meeting being waived.*

*<sup>2</sup>The managing board shall decide at its own due, absolute discretion which questions it will answer and how; it may also stipulate that questions must be submitted by means of electronic communication no later than two days prior to the meeting.*

**5. Objections for the record pursuant to Section 245 no. 1 of the German Stock Corporation Act (AktG), Section 1 (2) sentence 1 no. 4 of the COVID-19 Act**

Shareholders who are registered as shareholders of the Company in the Company's share register and who have submitted timely notification of attendance at the Annual Shareholders' Meeting and their proxy representatives may, from the beginning to the end of the Annual Shareholders' Meeting, declare objections to resolutions of the Annual Shareholders' Meeting for the record in accordance with Section 245 no. 1 of the German Stock Corporation Act (AktG), Section 1 (2) sentence 1 no. 4 of the COVID-19 Act via the shareholder portal on the Internet at **siemens-healthineers.com/agm**. The notary has authorized the Company to accept objections via the shareholder portal; the notary will have access to the objections received via the shareholder portal.

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

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

*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.*

The provisions of the COVID-19 Act underlying these shareholders' rights read as follows:

*Section 1 Stock corporations; partnerships limited by shares; European companies (SEs); mutual insurance companies (excerpts)*

- (2) <sup>1</sup>*The managing board may decide to hold the shareholders' meeting as a virtual shareholders' meeting without the physical attendance of the shareholders or their proxy representatives, provided that*
  1. *the entire shareholders' meeting is broadcast by means of video and audio stream;*
  2. *shareholders can exercise their voting rights (by postal voting or electronic participation) and authorize proxy representatives by means of electronic communication;*
  3. *shareholders are given the opportunity to ask questions by means of electronic communication;*

4. *shareholders who have exercised their voting rights in accordance with number 2 are given the opportunity to object to a resolution adopted by the shareholders' meeting by way of derogation from Section 245 number 1 of the German Stock Corporation Act (AktG), with the need to be physically present at the shareholders' meeting being waived.*

<sup>2</sup>*The managing board shall decide at its own due, absolute discretion which questions it will answer and how; it may also stipulate that questions must be submitted by means of electronic communication no later than two days prior to the meeting.*

Kind regards,

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