



**Annual Shareholders' Meeting
2019
of Siemens Healthineers AG
on February 5, 2019**

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)

1. 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 equivalent to 500,000 shares) may request that items be placed on the agenda and be published. Persons submitting a request must prove that they have held the shares for at least 90 days before the date the request is received and that they 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 the shares have been held. The day on which the request is received shall not be included in calculating the period. Any move from a Sunday, Saturday or public holiday to a preceding or subsequent business day shall not be possible. Sections 187 to 193 of the German Civil Code (BGB) shall not be applied *mutatis mutandis*. Each new item must be accompanied by a statement of reasons or a formal resolution proposal. The request must be submitted in writing to the Managing Board of Siemens Healthineers AG and be received by the Company no later than midnight (CET) on Saturday, January 5, 2019. 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 are published without undue delay upon receipt in the German Federal Gazette (*Bundesanzeiger*). In addition, such requests are published on the Internet at www.corporate.siemens-healthineers.com/investor-relations/hv and communicated to the shareholders.

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) ¹The shareholders' meeting shall be called if shareholders whose holding in aggregate equals or exceeds one-twentieth of the capital stock request such a meeting in writing, stating the purpose and the reasons of such meeting; such request shall be addressed to the Managing Board. ²The articles of association may stipulate that the right to request a shareholders' meeting shall require another form and the holding of a lower portion of the capital stock. ³Persons 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. ⁴Section 121 (7) shall be applied mutatis mutandis.
- (2) ¹Shareholders whose combined shares amount to at least one-twentieth of the capital stock or a proportionate ownership of at least €500,000 may likewise request that items be placed on the agenda and be published. ²Each new item must be accompanied by a statement of reasons or a formal resolution proposal. ³The 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) ¹If 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. ²At the same time, the court may appoint the chairman of the meeting. ³The notice of the meeting or the publication shall refer to such authorization. ⁴An appeal may be made against such decision. ⁵The 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 121 General (excerpts)

- (7) ¹For periods and deadlines counted backwards from the date of the meeting, the day of the meeting shall not be included in the calculation. ²Any move from a Sunday, Saturday or public holiday to a preceding or subsequent business day shall not be possible. ³Sections 187 to 193 of the German Civil Code shall not be applied mutatis mutandis. ⁴In 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

- ¹If 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. ²The 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.

2. 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.

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 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 Monday, January 21, 2019. 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.

Election nominations for 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 are only 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 faxed to: +49 (9131) 84-8807
or e-mailed to:
HV2019.team@siemens-healthineers.com

Counterproposals and election nominations by shareholders to be made available, including the shareholder's name and any statements of reasons to be made available, will be posted on the Internet at www.corporate.siemens-healthineers.com/investor-relations/hv without undue delay upon their receipt, if applicable along with the content to be added in accordance with Section 127 sentence 4 of the German Stock Corporation Act (AktG). Management's positions, if any, will also be available at the above-mentioned website.

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) *¹Motions 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 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 notice convening the shareholders' meeting. ²The day of receipt shall not be counted. ³In the case of stock exchange listed companies, the motion shall be made accessible via the company's website. ⁴Section 125 (3) shall apply mutatis mutandis.*
- (2) *¹A 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 capital stock 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.*

²*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 (excerpts)

¹*Section 126 shall apply mutatis mutandis to a nomination by a shareholder for the election of members of the supervisory board or independent auditors. ²Such nomination does not need to be supported by a statement of reasons. ³The 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 (excerpts)

- (3) ⁴*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) ¹*At least 21 days prior to the date of the shareholders' meeting, the managing board shall communicate the notice of the shareholders' meeting to those credit institutions and shareholders' associations that exercised voting rights on behalf of shareholders at the preceding shareholders' meeting or that have requested the notice that the general meeting is being convened. ²The day of the communication*

shall not be counted. ³If the agenda must be amended in accordance with Section 122 (2), such amended agenda shall be communicated in the case of stock exchange listed companies. ⁴The communication shall indicate the possibilities of exercising voting rights by a proxy, including by a shareholders' association. ⁵In 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) ¹The managing board shall provide the same communication to shareholders who make such request or are registered as shareholders in the company's stock register at the beginning of the 14th day prior to the meeting. ²The articles of association may constrain communication to electronic means.
- (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) Financial services institutions and enterprises operating under Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or Section 53b (7) of the German Banking Act shall be treated as equivalent to credit institutions.

3. 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, the Company's legal and business relations with any 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 permit a proper evaluation of the relevant item on the agenda.

The provisions of the German Stock Corporation Act (AktG) underlying these shareholders' rights, which also specify under which conditions the information need not be provided, read as follows:

Section 131 Shareholders' right to obtain information

- (1) ¹Each 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. ²The duty to provide information shall also extend to the company's legal and business relations with any affiliated company. ³If 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. ⁴The 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) ¹The information provided shall comply with the principles of conscientious and accurate accounting. ²The 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) ¹The 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.

²The provision of information may not be refused for other reasons.

- (4) *¹If 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. ²The managing board may not refuse to provide such information on the grounds of Section 131 (3) sentence 1 no. 1 through 4. ³Sentences 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 chairman of the meeting is authorized to take various measures of order and control at the Shareholders' Meeting. This also includes the restriction of the right to speak and ask questions. The underlying provisions of the Articles of Association of Siemens Healthineers AG read as follows:

Section 15 of the Articles of Association of Siemens Healthineers AG

- (1) *The Chairman of the Supervisory Board shall chair the General Meeting; if he or she is unable to attend, another member of the Supervisory Board appointed by the Chairman shall chair the General Meeting. If neither the Chairman nor another member of the Supervisory Board appointed by the Chairman for this purpose is present, the chairman of the General Meeting shall be elected by the shareholders' Supervisory Board members who are present.*
- (2) *The chairman of the meeting shall chair the negotiations and manage the proceedings of the General Meeting. For this purpose, he or she may use the support of assistants, in particular with regard to the right to expel individuals from the premises or to deny access to the premises (Hausrecht). The chairman shall determine the sequence of speakers and the treatment of the items on the agenda, as well as the form, proceedings and other details of voting, and may, to the extent permitted by law, decide on the combination of resolution objects that are substantively related into one voting item.*

- (3) *The chairman is authorized to impose adequate time limits on speeches and questions. He or she may in particular adequately determine restrictions on speaking time, question time or combined speaking and question time, as well as the adequate timeframe for the entire proceedings of the General Meeting, for individual issues on the agenda and for individual speakers, at the beginning or during the General Meeting; this includes in particular the option of prematurely closing the list of requests to speak and ordering the closing of the debate.*