

Information on shareholders' rights

Annual Shareholders' Meeting
of Siemens Energy AG on February 24, 2022

Information on shareholders' rights and options

Annual Shareholders' Meeting of Siemens Energy AG on February 24, 2022

Siemens Energy AG

Munich

Munich, December 2021

The Annual Shareholders' Meeting of Siemens Energy AG (hereinafter "Siemens Energy AG" or "Company") will be held on Thursday, February 24, 2022, 10:00 a.m. (CET) as a virtual Shareholders' Meeting without physical attendance of shareholders or their proxy representatives. The legal basis for this is the Act on Measures in Corporate Law, Cooperatives Law, Associations Law, Trust Law, and Residential Sectional Ownership Law to Combat the Effects of the COVID-19 Pandemic of March 27, 2020 (Federal Law Gazette I No. 14 2020, p. 570), which was last amended by Article 15 of the act to establish a special fund "Reconstruction Aid 2021" and to temporarily suspend the obligation to file for insolvency due to heavy rainfalls and floods in July 2021 and to amend further acts of September 10, 2021 ("Gesetz zur Errichtung eines Sondervermögens "Aufbauhilfe 2021" und zur vorübergehenden Aussetzung der Insolvenzantragspflicht wegen Starkregenfällen und Hochwassern im Juli 2021 sowie zur Änderung weiterer Gesetze vom 10. September 2021") (Federal Law Gazette I No. 63, p. 4147) (hereinafter "COVID-19 Measures Act").

The entire Shareholders' Meeting will be webcast live via audio and video stream over the internet at www.siemens-energy.com/hv-service for shareholders of Siemens Energy AG or their proxy representatives. The voting rights of the shareholders and their proxy representatives are exercised exclusively by way of absentee voting or by granting proxy authorization to the proxy representatives nominated by the Company. The place of the Annual Shareholders' Meeting within the meaning of the German Stock Corporation Act (AktG) is A32 Entrepreneurs Forum Berlin Siemensstadt, Rohrdamm 88, 13629 Berlin.

Information on shareholders' rights and options

pursuant to Section 122 (2), Section 126 (1), Section 127 of the German Stock Corporation Act (AktG), Section 1 (2) of the COVID-19-Measures Act

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 500,000.00 € (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 Executive 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. A 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 supporting information or a formal resolution proposal. The request must be submitted in writing or in electronic form in accordance with Section 126a of the German Civil Code (BGB) (i.e., it must always bear a qualified electronic signature) to the Executive Board of Siemens Energy AG and be received by the Company no later than **midnight (CET) on January 24, 2022**. Please use the following address to submit your respective requests:

Executive Board of Siemens Energy AG

Otto-Hahn-Ring 6

81739 Munich, Germany

E-mail: HV2022@siemens-energy.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 are published without undue delay upon receipt in the German Federal Gazette

(Bundesanzeiger). In addition, such requests are published on our website at www.siemens-energy.com/hv-service and communicated to the shareholders. If requests for additions to the agenda are to be published in accordance with the above explanations, any motions for resolutions enclosed therewith by duly authorized shareholders who have submitted notification of attendance at the Annual Shareholders' Meeting shall be deemed to have been submitted at the Annual Shareholders' Meeting.

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

Section 122 Convening a meeting at the request of a minority (excerpts)

- (1) ¹A shareholders' meeting shall be called if shareholders whose combined shares amount to at least one-twentieth of the capital stock request such meeting in writing, stating the purpose and the reasons of such meeting; such request shall be addressed to the management board. ²The articles of association may provide 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 hold the shares until the management board decides on the request. ⁴Section 121 (7) shall be applied *mutatis mutandis*.
- (2) ¹In the same manner, shareholders whose combined shares amount to at least one-twentieth of the capital stock or a proportionate ownership of at least € 500,000 may request that items be placed on the agenda and be published. ²Each new item must be accompanied by supporting information or a formal resolution proposal. ³The request within the meaning of sentence 1 must be received by the company no later than 24 days, in the case of listed companies no later than 30 days, prior to the meeting, excluding the day of receipt.

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 (BGB) shall not be applied *mutatis mutandis*. ⁴In the case of non-listed companies, the articles of association may determine 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 been the holder of such share for a certain period of time, the right to demand transfer of title from a credit institution, a financial services institution, a securities 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 (KWG) 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 full legal 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), Section 127 of the German Stock Corporation Act (AktG), Section 1 (2) sentence 3 of the COVID-19-Measures Act

In addition, shareholders may submit to the Company counterproposals to Executive and/or Supervisory Board proposals relating to specific agenda items and make election nominations for Supervisory Board members or independent auditors, as far as corresponding elections are on the agenda. All counterproposals (along with supporting information) and election nominations must be sent to:

Siemens Energy AG
Board Office (SE BO), 75.611
Otto-Hahn-Ring 6
81739 Munich, Germany
Telefax: +49 (0) 89/636 13 25358

or e-mailed to:

HV2022@siemens-energy.com

Counterproposals and election nominations by shareholders to be made available, including the shareholder's name and

place of residence or registered office, and any supporting information to be made available, will be posted on our website at www.siemens-energy.com/hv-service 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). All counterproposals and election nominations relating to items on the agenda that are received at the above-mentioned address by **midnight (CET) on February 9, 2022** will be considered. Management's position, if any, on the counterproposals and election nominations will also be made available at the above-mentioned website.

If requests for additions to the agenda are to be published in accordance with the above explanations, any motions for resolutions enclosed therewith by duly authorized shareholders who have submitted notification of attendance at the Annual Shareholders' Meeting shall be deemed to have been submitted at 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 need not be made available, read in excerpts as follows:

Section 126 Motions by shareholders

- (1) ¹Motions by shareholders including the shareholders' name, supporting information and, if any, management's position 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 management board and the supervisory board regarding a specific item on the agenda, together with supporting information, to the address designated for this purpose in the shareholders' meeting notice. ²The day of receipt shall not be counted. ³In the case of listed companies, the required accessibility shall be provided over the website of the company. ⁴Section 125 (3) shall apply *mutatis mutandis*.
- (2) ¹A counterproposal and its supporting information need not be made available:
1. insofar as the management board would by reason of such availability become criminally liable;
 2. if the counterproposal would result in a resolution of the shareholders' meeting that would be illegal or would violate the articles of association;
 3. if the supporting information contains statements which are manifestly false or misleading in material respects or which are libelous;
 4. if a counterproposal of such 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. if the same counterproposal of such shareholder based on essentially identical supporting information 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. if the shareholder indicates that he/she will neither attend nor be represented at the shareholders' meeting; or
 7. if 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.
- ²The supporting information 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 management board may combine such counterproposals and the respective supporting information.

Section 127 Election nominations by shareholders

¹Section 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 need not be supported by a statement of the reasons therefor. ³The management board need not make such nomination available if the nomination fails to contain information pursuant to Section 124 (3) sentence 4 and Section 125 (1) sentence 5. ⁴The management board shall ensure that the nomination by a shareholder for the election of supervisory board members of listed companies which are subject to the German Co-determination Act (MitbestG), the German Act on Co-determination in the Coal, Iron and Steel Industry (MontanMitbestG) or the German Supplementary Co-determination Act (MontanMitbestGErgG) is accompanied by the following contents:

1. reference to the requirements of Section 96 (2),
2. statement as to whether there has been an objection to joint compliance in accordance with Section 96 (2) sentence 3 and
3. minimum number of seats on the supervisory board to be occupied by women and by men so that the minimum quota required by Section 96 (2) sentence 1 is complied with.

Section 124 Publication of requests for additions to the agenda; proposals for resolutions (excerpts)

- (3) ⁴The proposal for the election of members of the supervisory board or auditors shall state their names, actual profession and place of residence.

Section 125 Communications to shareholders and supervisory board members (excerpts)

- (1) ⁵In the case of 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 memberships in comparable domestic and foreign controlling bodies of business enterprises should also be provided.

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

Section 1 Stock corporations; public partly limited partnerships; Societas Europaea (SE); mutual insurance companies (excerpts)

- (2) ³Proposals or election nominations by shareholders that are to be made available in accordance with Section 126 or Section 127 of the German Stock Corporation Act (AktG) shall be deemed to have been submitted at the meeting if the shareholder submitting the proposal or election nomination is duly authorized and has submitted notification of attendance at the shareholders' meeting.

3. Right of shareholders 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 Measures Act

Shareholders and their proxy representatives (except for the proxy representatives nominated by the Company) have a right 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 Measures Act. With the approval of the Supervisory Board, the Executive Board has determined that questions from shareholders must be submitted exclusively using the Internet Service for the Annual Shareholders' Meeting at www.siemens-energy.com/hv-service by no later than **midnight (CET) on Tuesday, February 22, 2022**. Only shareholders who have given due notification of attendance have the right to submit questions.

The Executive Board will decide at its duty-bound and free discretion how it responds to questions that have been properly submitted. In particular, it may respond to multiple questions in a summarized form. When questions are responded to during the Annual Shareholders' Meeting, the name of the person submitting the question will only be disclosed (insofar as questions are responded to individually) if the person in question explicitly consented to the disclosure of his or her name when the question was submitted.

In the virtual Annual Shareholders' Meeting, there is no right to obtain information pursuant to Section 131 (1) of the German Stock Corporation Act (AktG).

Shareholders can **access the Internet Service for the Annual Shareholders' Meeting** by entering their Shareholder Control Number and their corresponding Personal Identification Number (PIN) specified in the materials sent to them. Instead of their PIN, shareholders who have registered for electronic delivery of invitations to Shareholders' Meetings with a password selected by them must use this password. The shareholders' proxy representatives use the access data sent to them by the authorizing party.

The provisions of the COVID-19 Measures Act underlying these shareholders' rights to ask questions by means of electronic communication read as follows:

Section 1 Stock corporations; public partly limited partnerships; Societas Europaea (SE); mutual insurance companies (excerpts)

- (2) ¹The management 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 sound and vision;
 2. shareholders can exercise their voting rights (by absentee voting or electronic participation) and authorize proxy representatives by means of electronic communication;
 3. shareholders are given a right to ask questions by means of electronic communication;

4. *shareholders who have exercised their voting rights in accordance with Section 1 (2) 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.*

²*The management board shall decide at its duty-bound and free discretion how to answer questions; it may also stipulate that questions must be submitted by means of electronic communication no later than one day prior to the meeting.*

4. Option to submit written statements and video statements

During a virtual Annual Shareholders' Meeting without the physical attendance of shareholders, shareholders generally have no opportunity to comment on the agenda. However, the Executive Board has decided, with the approval of the Supervisory Board and above and beyond the requirements specified in the COVID-19 Measures Act, to enable statements relating to the agenda to be submitted.

Shareholders who are registered in the Company's share register and who have submitted proper notification of attendance at the Annual Shareholders' Meeting or their proxy representatives may submit written statements and video statements for publication in the Internet Service for the Annual Shareholders' Meeting at www.siemens-energy.com/agm-service before the Annual Shareholders' Meeting.

The following further **requirements** apply to such statements:

- Statements must be submitted in text form or as a video statement exclusively using the Company's Internet Service no later than **10:00 a.m. on Monday, February 21, 2022.**
- Statements shall constitute a permissible form of address at the Annual Shareholders' Meeting in terms of their nature and presentation, must relate to the agenda and must be in the German language.
- Statements in text form are not permitted to exceed a length of 10,000 characters or – in the case of a video statement – a length of three minutes.
- If the statements are submitted in the form of a video, only the shareholder or his/her proxy representative personally may appear in them.

Further details on the technical and legal requirements for submitting statements can be found in the Internet Service for the Annual Shareholders' Meeting at www.siemens-energy.com/agm-service.

It is intended to publish the submitted written statements and video statements before and during the Annual Shareholders' Meeting in the Internet Service, which can be accessed only by shareholders using their Shareholder Control Number and Personal Identification Number (PIN). In addition, the Executive Board will decide at its free discretion to play individual video statements during the Annual Shareholders' Meeting. By submitting a statement, the shareholder or his/her proxy representative consents to his/her written statement or video statement being published before and during the Annual Shareholders' Meeting or his/her video statement being played at the Annual Shareholders' Meeting.

There is no legal entitlement to have submitted statements published or played. In particular, the Company reserves the right not to publish and play statements that do not fully comply with the above requirements. The same applies to statements with a content that is libelous, discriminatory, unlawful in any other way or manifestly false or misleading and to statements that do not meet the technical requirements from the Company's perspective. No more than either one statement in text form or one video statement per shareholder will be published or played.

It is pointed out that counterproposals or election nominations, questions or declarations of objections contained in a statement will not be considered. Such counterproposals or election nominations, questions or objections must be submitted exclusively by the channels, and in compliance with the requirements and deadlines, specified in the sections 2 ("Counterproposals and election nominations pursuant to Section 126 (1), Section 127 of the German Stock Corporation Act (AktG), Section 1 (2) sentence 3 of the COVID-19 Measures Act"), 3 ("Right of shareholders 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 Measures Act"), and 5 ("Objection pursuant to Section 1 (2) sentence 1 no. 4 of the COVID-19 Measures Act").

5. Objection pursuant to Section 1 (2) sentence 1 no. 4 of the COVID-19 Measures Act

In derogation of Section 245 no. 1 of the German Stock Corporation Act (AktG), shareholders who are registered in the Company's share register and who have submitted proper notification of attendance at the Annual Shareholders' Meeting or 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 via the Internet Service on the Company's website at

www.siemens-energy.com/agm-service without physically attending the Annual Shareholders' Meeting.

Shareholders can **access the Internet Service for the Annual Shareholders' Meeting** by entering their Shareholder Control Number and their corresponding Personal Identification Number (PIN) specified in the materials sent to them. Instead of their PIN, shareholders who have registered for electronic delivery of invitations to Shareholders' Meetings with a password selected by them must use this password. The shareholders' proxy representatives use the access data sent to them by the authorizing party.

The provisions of the COVID-19 Measures Act underlying this shareholders' right read as follows:

Section 1 Stock corporations; public partly limited partnerships; Societas Europaea (SE); mutual insurance companies (excerpts)

- (2) ¹The management 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 sound and vision;
 2. shareholders can exercise their voting rights (by absentee voting or electronic participation) and authorize proxy representatives by means of electronic communication;
 3. shareholders are given a right to ask questions by means of electronic communication;
 4. shareholders who have exercised their voting rights in accordance with Section 1 (2) 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.
- ²The management board shall decide at its duty-bound and free discretion how to answer questions; it may also stipulate that questions must be submitted by means of electronic communication no later than one day prior to the meeting.

Siemens Energy AG

Chairman of the Supervisory Board: Joe Kaeser

Executive Board:

Christian Bruch, President and Chief Executive Officer;
Jochen Eickholt, Maria Ferraro, Tim Oliver Holt

Registered Office: Munich, Germany

Commercial Registry: Munich, HRB 252581

Siemens Energy is a trademark licensed by
Siemens AG.

Published by

Siemens Energy AG
Otto-Hahn-Ring 6
81739 Munich
Germany

Media Relations: press@siemens-energy.com
Investor Relations: investorrelations@siemens-energy.com

[siemens-energy.com](https://www.siemens-energy.com)
© Siemens Energy, 2021
Siemens Energy is a trademark licensed by Siemens AG.