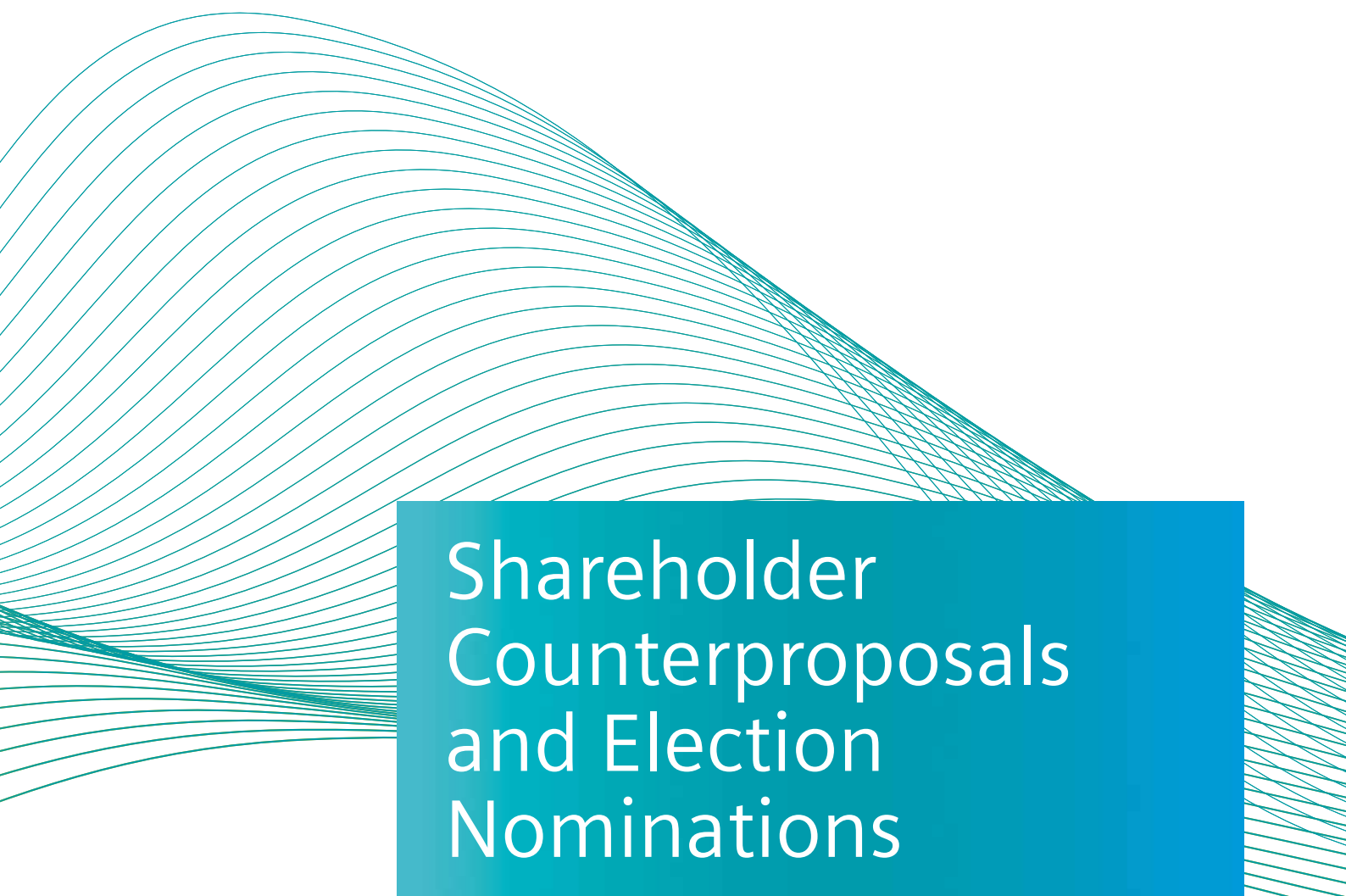


SIEMENS

Ingenuity for life



Shareholder Counterproposals and Election Nominations

for the Annual Shareholders' Meeting 2020
of Siemens AG on February 5, 2020

Latest update: January 22, 2020

The following contains all shareholder proposals to be made available (counterproposals and election nominations by shareholders as defined in Sections 126 and 127 of the German Stock Corporation Act (AktG)) concerning items on the Agenda of the Annual Shareholders' Meeting 2020, if applicable along with the content to be added in accordance with Section 127 sentence 4 AktG. In all cases, the shareholder proposals and supporting information reflect the views of the persons who submitted them. To the extent that they are to be made available, any assertions and statements of facts made by the submitting shareholders have been left unchanged and posted on our website without being checked.

Voting and voting instructions in respect of shareholder proposals

You can vote in favor of shareholder proposals which simply reject the proposal of the Management by marking the appropriate box of the agenda item relating to such shareholder proposal, i.e. "NO", on the printed Attendance Notification Form or on our Internet Service at www.siemens.com/agm-service. Such shareholder proposals are disclosed below **without capital letters**.

Shareholder proposals that do not only reject the Management proposal but also put forward a resolution differing in content are indicated below **with capital letters**. If shareholder proposals of this kind are to be voted on separately at the Annual Shareholders' Meeting and you wish to give instructions to a proxy representative on how to exercise your voting rights or you wish to submit your vote by absentee voting, please tick the "FOR the proposal", "AGAINST the proposal" or "ABSTAIN" box as appropriate to the right of each capital letter under the heading "Shareholder counterproposals and election nominations" on the printed Attendance Notification Form or on our Internet Service. If you wish to vote on, or abstain from voting on, a shareholder proposal to which no capital letter has been pre-assigned on the printed Attendance Notification Form, please insert the appropriate capital letter in one of the empty boxes provided.

Wilm Diedrich Mueller, 26340 Neuenburg, has submitted the following shareholder proposals:

With regard to Agenda Item 3, "To ratify the acts of the members of the Managing Board"

From: Mr. Mueller

Sent: Wednesday, December 11, 2019, 2:32:16 PM (UTC+00:00) Monrovia, Reykjavik

To: Siemens Annual General Meeting 2020

Subject: Counterproposal on Agenda Item 3

Hude, December 11, 2019, 2:20 PM Accra time zone

##

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From Mr. Mueller

-

To the company Siemens AG with headquarters actually in Berlin and actually in Munich

-

#

Counterproposal to Agenda Item 3 of the invitation to the ordinary Annual Shareholders' Meeting of the aforementioned company Siemens

#

-

Persons, I hereby request that the acts of no member of the Managing Board of the aforementioned company Siemens for fiscal year 2018/2019 be ratified.

-

I base this counterproposal on the following reason: This company Siemens has committed serious breaches of something I call the free dividend-democratic basic order because, as stated in the articles of incorporation of the company Siemens, shareholders may not securitize their shares.

-

The denial of this option represents an unacceptable restriction on the rights of shareholders and offers no benefit that would justify this restriction.

-

Because no doubts can be raised about my authenticity as a shareholder, I request that my counterproposal be released to the public as quickly as possible.

-

Aforementioned Mr. Mueller

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

From: Mr. Mueller

Sent: Monday, December 30, 2019 11:50:58 A.M- (UTC+00:00) Monrovia, Reykjavik

To: Company Varel District Court; Company Siemens AG, 367,93km; Siemens Annual Shareholders' Meeting 2020; company Serbia

Subject: Counterproposal for Agenda Item 4

Frankfurt on the left bank of the Oder, December 30, 2019, 11:28 a.m. completely unequivocally Accra time zone

#####

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From Mr. Wilm Diedrich Mueller

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For the information of the Varel District Court, Varel an dem Jadebusen

-

To the company Siemens AG that is headquartered somewhat in Berlin on the Spree and somewhat in Munich on the Isar

-

For the information of the Republic of Serbia with the capital of Belgrade on the Danube, via the Serbian Embassy Berlin

-

#

Counterproposal for Agenda Item 4 of the invitation to the ordinary Annual Shareholders' Meeting of the aforementioned company Siemens

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-

Persons, I hereby request that the acts of no member of the Supervisory Board of the aforementioned company Siemens for fiscal year 2018/2019 be ratified.

-

[...]

-

In summary, I hereby declare that I have attended approximately 2,000 annual shareholders' meetings of central European annual shareholders' meetings in the past 25 years and cannot name a single one of these meetings where I approved of the opening. I mean that the annual shareholders' meeting of a corporation is the calling card of this corporation and the opening of this annual shareholders' meeting is the calling card of this annual shareholders' meeting. If the same calling card is not well done, the entire company cannot be in good shape either.

-

Because I have no doubts about my authenticity as a shareholder, I request that my counterproposal be released to the public as quickly as possible. If the same counterproposal is too long, I request that it be shortened -obviously from the end- and released to the public in a shortened version.

-

Aforementioned Mr. Mueller

With regard to Agenda Item 6, "To resolve on the approval of the system of compensation for the members of the Managing Board"

From: Mr. Mueller

Sent: Saturday, January 11, 2020, 10:59:17 a.m. (UTC+00:00) Monrovia, Reykjavik

To: Siemens Annual Shareholders' Meeting 2020

Subject: Counterproposal for Agenda Item 6

To the Siemens AG company, Berlin

-

#

Counterproposal for Agenda Item 6 of the invitation to the ordinary Annual Shareholders' Meeting of the aforementioned company Siemens

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Persons, I hereby request that the recommended remuneration system for members of the Managing Board not be approved.

-

I base this counterproposal on the following: This same remuneration system should primarily be designed to have counterproposals by shareholders released to the general public in complete and unabridged form because this very act of dissemination provides the best-possible protection from corruption because the same Managing Board has to fear that all misdeeds will be exposed through the submission of counterproposals.

-

I would request that this my counterproposal letter be disseminated to the general public as quickly as possible in unabridged form.

-

Aforementioned Mr. Mueller

Horst Schilling, Rödental, has submitted the following shareholder proposals:

Counterproposal concerning the Annual Shareholders' Meeting.

Within the meaning of Sections 126 (1) and 127 of the German Stock Corporation Act on the Agenda items of the Annual Shareholders' Meeting of Siemens AG on February 5, 2020.

With regard to Agenda Item 3, "To ratify the acts of the members of the Managing Board"

Proposal on Agenda Item 3 (Ratification of the acts of the Managing Board):

Ratification of the acts of the members of the Managing Board shall be denied.

Rationale:

A total of 6,000 employees **were unable to participate** in the Share Matching Program 2019 for the widest range of reasons, including problems with access to the EquatePlus portal. When ~6,000 employees are involved, you cannot speak of an individual case. (~5% of the 120,000 domestic employees informed by the so-called "campaign management"). Ms. Janina Kugel, the highest-ranking HR representative, may indeed be leaving the Group's Managing Board at the end of January 2020. But the problem occurred in the area for which she was responsible. Furthermore, this problem demonstrates that the so-called employee representatives on the Managing Board and Supervisory Board are unwilling to monitor works agreements or are incapable of doing so.

The Siemens family, as represented by Ms. Frau Nathalie von Siemens on the Managing Board of Siemens AG, must also face the question regarding whether they want to continue to manage the company in accordance with the principles of their great-great grandfather Werner von Siemens:

"The money I've earned would burn my hand like a red-hot poker if I didn't offer the expected share to my loyal assistants. It would not be smart to let them go empty-handed at time when we are beginning major new undertakings."

"He who performs best will always take first place, and I always prefer advertising based on performance and not words." "I will not sell the future for instant profit."

(The Annual Shareholders' Meeting would be the appropriate podium where such views could be clearly expressed).

Siemens in Germany has been offering employee shares at special prices since 1969.

Siemens' goal is to enable as many employees as possible to obtain a stake in the company with the help of the company. By issuing employee shares, the company recognizes the role that its workforce plays in its business success and at the same time helps it identify with the company's objectives. Even the head of the Group, Mr. Joe Kaeser (CEO), encourages employees to acquire the shares. As described above, the reality looks much different.

Mr. Joe Kaeser is radically restructuring Siemens, an effort that basically amounts to the breakup of the more than 170-year-old company. The announced strategy "2020+" follows this premise. Under this plan, the Siemens conglomerate will be turned into a holding company with six largely autonomous subsidiaries. All business activities of the sectors Energy, Infrastructure and Digital Industry will be combined in three companies. The fourth subsidiary will be involved in renewable energies. Gamesa, a subsidiary based in Spain that specializes in wind turbines, will also be integrated into this unit. He took the medical technology division public in March 2018.

While other companies usually hire armies of consultants when they are considering such radical measures, Mr. Kaeser himself is the person who seems to develop such ideas at Siemens. Or is the world's largest asset manager, BlackRock, with its CEO Larry Fink acting as the driving force behind the restructuring?

"There is hardly a single month that goes by in which Kaeser and Fink do not meet," sources connected to BlackRock say. "Both pretty much see things the same way." BlackRock is an important investor in Siemens. The steel group Thyssen Krupp, for instance, shows where things like this can lead.

Mr. Kaeser plans to retire in 2021 – at other German Dax companies, we have seen just how the strategy paid off for the company after the so-called company masterminds left their positions. (Examples: Deutsche Bank, Volkswagen AG).

The acquisition and divestment policies of the Siemens Managing Board (including Gamesa, Dresser-Rand, BSH Bosch and Siemens Hausgeräte GmbH, the hearing aid division, Osram) can be described as fairly fruitless.

The calm at the company that Joe Kaeser promised after his elevation to CEO in 2013 is long since over.

Mr. Kaeser's personally motivated, political statements and appearances have borne no relation to any business activity of Siemens. They also did nothing to advance the cause of employees and shareholders.

Shareholders of Siemens AG, particularly employee shareholders, who work on behalf of sustainability and the company's long-term success should think long and hard at the Annual Shareholders' Meeting about whether they should ratify the actions of the Managing Board.

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

Proposal on Agenda Item 4 (Ratification of the acts of the Supervisory Board):

Ratification of the acts of the members of the Supervisory Board shall be denied.

Rationale:

It is the Supervisory Board's duty to monitor the Managing Board in the interest of the shareholders and the company itself. The Supervisory Board has not met this obligation.

With regard to Agenda Item 5, "To resolve on the appointment of independent auditors for the audit of the Annual Financial Statements and the Consolidated Financial Statements and for the review of the Half-year Financial Report and audit of the Closing Statements of Financial Position pursuant to the German Transformation Act (UmwG)"

Proposal on Agenda Item 5 (Appointment of independent auditors):

The Audit Committee's recommendation that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, should be appointed as auditor for the annual financial statements and the auditor for the consolidated financial statements for fiscal year 2019/2020 should not be approved.

Rationale:

Germany's top four accounting firms (Deloitte, Pricewaterhouse Coopers (PwC), KPMG and EY (formerly Ernst&Young)) are disproportionately active in tax havens. All four companies maintain offices in tax havens and offshore centers and employ the most people in these locations relative to their populations and economic output. **All of them are active in more countries than they state in their annual and transparency reports.** Ironically, the companies known as the "Big Four" that guarantee a functioning system are the ones that provide corporate executives with the legal loopholes used to hide billions from the government. The "Big Four" examine others, but hide a lot themselves.

The "Big Four" are truly global giants: With more than 900,000 employees in over 180 countries, they post annual sales of more than 120 billion euros, **but no consolidated or group financial statements exist.**

Publications like the Luxembourg leaks, which divulged the tax tricks of multinational companies in recent years, also prove this.

The "Big Four" should be hired again only when they strictly separate their auditing and consulting business, in other words, split the companies.

I ask the shareholders to join me in voting against ratifying the Supervisory Board's acts (see above). I ask the Company's entities to publish my properly submitted counterproposals as per Sections 126 and 127 et seq. of the German Stock Corporation Act.

Many thanks.



Shareholder
H. Schilling

(Shareholder number: [REDACTED])

Dr. Ulrich Link, Dresden, has submitted the following shareholder proposal:

Dr. Ulrich Link

Dresden, January 6, 2020

Annual Shareholders' Meeting of Siemens AG on February 5, 2020
Counterproposal concerning agenda item 3, "To ratify the acts of the members of the Managing Board"

With regard to Agenda Item 3, "To ratify the acts of the members of the Managing Board"

Ratification of the acts of the CEO, Mr. Joe Kaeser, shall be denied.

Rationale:

As president and CEO, Mr. Joe Kaeser is to refrain from actions and statements that are bad for business. In fiscal year 2018/2019, Mr. Kaeser failed to do so on several occasions, lacking the requisite political restraint and disparaging elected representatives of democratic states.

On 30 June, 2019 for instance, he posted a tweet in favor of a captain who sailed her ship into an Italian harbor despite explicit prohibition from government agencies, putting lives at risk. Mr. Kaeser commented, "People who kill, seed and foster hate and harm should be [arrested]," clearly referring to the Italian Interior Minister at the time, a member of a democratically elected government (see for example:

<https://www.welt.de/wirtschaft/article196202915/Siemens-Chef-Es-ist-richtig-wenn-Herr-Kaeser-ein-gutes-Zeichen-setzt.html>).

Italy is a very important market for Siemens AG. By disparaging an elected representative of this country, Mr. Kaeser caused harm to Siemens AG. The fact that the captain praised by Mr. Kaeser has since called for the violation of current German legislation is just one more thing to point out

(<https://welt.de/politik/deutschland/article204333652/Carola-Rackete-ruft-fuers-Klima-zu-zivilem-Ungehorsam-auf.html>).

On July 20, 2019, Mr. Kaeser, again on Twitter, disparaged the democratically elected president of the United States of America as "the face of racism and exclusion" (see for example: <https://www.welt.de/wirtschaft/article197172341/Kaeser-attackiert-Trump-Gesicht-von-Rassismus-und-Ausgrenzung.html>). Not only is such a statement inappropriate for the style of a CEO, but given that the United States is the single largest sales market for Siemens AG, it is also extremely bad for business.

Dr. Wilhelm Kusterer, Taufkirchen, (represented by Michael Kusterer), has submitted the following shareholder proposal:

Siemens' Annual Shareholders' Meeting on 02/05/2020,
counterproposal for agenda item 3: ratification of the acts of the Managing Board

With regard to Agenda Item 3, "To ratify the acts of the members of the Managing Board"

I hereby propose that the acts of the Managing Board not be ratified.

With its decision to supply signal systems to the Adani Group and, thus, to support the completion of an immense coal-mining project in Australia, the Managing Board has done irreparable damage to the global climate and the image of Siemens AG.

For at least 30 years, scientists have been issuing ever more dire warnings about the threat that climate change poses to the existence of the human race.

About two years ago, one of the world's most highly respected climate researchers, Professor Dr. Hans Joachim Schellnhuber, said in an interview that our behavior "amounted to a collective suicide attempt".

As you see, the grave warnings did not originally come from climate activists or politicians; rather, scientists were the source of them.

Given its position as a technology group, Siemens should certainly take the views of scientists very seriously.

The cataclysmal impact of climate change around the world may not impact the human race for perhaps a few more decades, but we have only a limited amount of time left to prevent it. The decision regarding whether we will rob our own children of their future means of livelihood will be decided here and will be decided today because the global climate system is extremely slow.

Public opinion has already turned so strongly against Siemens AG that the damage caused to the company's image by this decision will result in much more financial damage to Siemens AG than a decision to drop out of the project ever would have.

In the future, the decision to fulfill the contract for this project will ultimately be viewed as an unforgivable mistake.

Thank you.

Best regards,

Michael Kusterer

Torbjörn Kettel, Harsefeld, has submitted the following shareholder proposal:

With regard to Agenda Item 3, "To ratify the acts of the members of the Managing Board"

From: Torbjörn Kettel

Sent: Wednesday, January 15, 2020, 2:04:49 PM (UTC+00:00) Monrovia, Reykjavik

To: Siemens Annual Shareholders' Meeting 2020

Subject: Counterproposal to Annual Shareholders' Meeting 2020, Agenda Item 3 Ratification of the acts of the Managing Board

Ladies and Gentlemen:

The acts of President and CEO Mr. Kaeser are not ratified.

Supporting information:

Against widespread opposition from the public and from environmental groups, Mr. Kaeser stood by the contract to deliver signaling systems for a large coal-mining project in Australia owned by the Indian company Adani.

The combustion of coal to produce energy is no longer current with the times and contrasts glaringly with crucial requirements to reduce global CO2 emissions in order to protect the climate.

Due to the urgency of this existential goal, business and contractual concerns should be subordinate.

As president and CEO of a major international group, Mr. Kaeser has not only been irresponsible in his decision here, he has also done lasting damage to the reputation of Siemens AG.

It is therefore proposed that the acts of Mr. Kaeser not be ratified.

Torbjörn Kettel

Shareholder

Shareholder control number: [REDACTED]

Isabella Hanni, Puchheim, (represented by Uli Henkel), has submitted the following shareholder proposal:

Re Agenda Item 3 “To ratify the acts of the members of the Managing Board”

With regard to Agenda Item 3, “To ratify the acts of the members of the Managing Board”

I hereby submit the following proposal:

I ask for a vote of no confidence to be taken against the President and Chief Executive Officer of Siemens AG, Mr. Joe Kaeser, and so for the meeting to refuse to ratify his acts.

Rationale:

In his capacity as President and Chief Executive Officer, Joe Kaeser must not only represent the interests of Siemens AG’s employees, but also those of its shareholders.

He must therefore refrain from any actions that are bad for business.

Mr. Kaeser violated that duty when he offered a so-called “environmental activist” who is just 23 years of age a post on the Supervisory Board of Siemens Energy in a manner that attracted a lot of publicity.

However, he not only gambled reprehensibly with the reputation of one of Germany’s last major world-class companies with this pandering offer.

If the offer had been accepted, Mr. Kaeser would have jeopardized the whole company managed by him: As is known, the Supervisory Board is tasked with controlling the Managing Board – and this “climate activist” would not have been able to do that because she is inadequately qualified and lacks the professional experience to do so.

Anyone who seriously intends to let the fox (here FFF) guard the hen house in such a constellation demonstrates all too clearly that he is either not aware of the importance of that for his company and for Germany as a leading location for technology or – worse still – actually considers entrusting the business policy of a company that generates billions in revenue and has hundreds of thousands of employees worldwide to the unpredictable hands of an ideologically instrumentalized group whose goal is to undermine Germany as a high-tech location and cause serious disadvantages for Siemens AG in the international arena. By condoning this risk, Mr. Kaeser clearly showed that he is not a suitable person to run the Siemens Group responsibly. The Annual Shareholders’ Meeting 2020 must therefore refuse to ratify his acts.

Munich, January 20, 2020

Ass. jur. Uli Henkel, Munich

The „Verein von Belegschaftsaktionären in der Siemens AG, e.V.“, has submitted the following shareholder proposals:

Verein von Belegschaftsaktionären in der Siemens AG, e.V.

c/o Ernst Koether, Bäckerstr. 37, 81241 München, ☎ 089/89670229, 📠 03212/1239263, E-Mail: E.Koether@unsereAktien.de

<https://www.unsereaktien.de/>

Annual Shareholders' Meeting 2020

Proposal on Agenda Item 2

“To resolve on the appropriation of the net income of Siemens AG”

The shareholders' association “Verein von Belegschaftsaktionären in der Siemens AG, e.V.”, which works for sustainability and the long-term interests of the employees, makes the following proposal:

A With regard to Agenda Item 2, “To resolve on the appropriation of the net income of Siemens AG”

For the fiscal year 2018/2019, the dividend per share will not be increased and will remain at the level of the previous year.

Rationale:

The Verein von Belegschaftsaktionären in der Siemens AG regards a dividend increase as inappropriate. On page 82 of the Annual Report one can see that the profit per share declined from €7.12 to €6.41 (undiluted; that is, from €6.97 to €6.41 without discontinued operations). Given this data situation, we believe that a dividend increase harms the company. In particular, it upholds the pressure on margins, which is difficult to bear in many segments; working conditions and the development of business suffer under this situation.

The numbers acquire a more gratifying appearance through the posting of €9.5 billion for “Other operating income”. A newly founded Siemens subsidiary, Siemens Trademark GmbH & Co. KG, received the fair value of the trademarks as a contribution in kind. In the future, Siemens companies will have to pay license fees for the use of the brand name “Siemens”. This creative measure generates only minimal cash flow, does not improve our competitiveness and is thus not a solid foundation for a dividend increase.

Shareholders are naturally pleased about increased returns, but at the same time they also want to see the long-term success of their investment safeguarded. However, the pleasure over the dividend increase could be particularly great among members of the board, because their long-term bonus depends on the share's gross return.

Proposal on Agenda Item 3

“To ratify the acts of the members of the Managing Board”

The Verein von Belegschaftsaktionären in der Siemens AG, e.V. submits the following proposal:

With regard to Agenda Item 3, “To ratify the acts of the members of the Managing Board”

Ratification of the acts of the member of the Managing Board Lisa Davis is denied.

Rationale:

The Verein von Belegschaftsaktionären in der Siemens AG, which is committed to sustainability and long-term concerns of the employees, considers it unacceptable that Ms. Davis is implementing and defending a control system that results in the spin-off of her own segment.

Power plant business was traditionally looked after by headquarters. The creation of regional competence centers has not improved the sales concept, but made it more expensive instead without really having all the necessary expertise based in the regions.

The generally recognized opinion leadership of Siemens in energy issues has noticeably declined under Ms. Davis.

Proposal on Agenda Item 3

“To ratify the acts of the members of the Managing Board”

The Verein von Belegschaftsaktionären in der Siemens AG, e.V. submits the following proposal:

With regard to Agenda Item 3, “To ratify the acts of the members of the Managing Board”

Ratification of the acts of the CEO Mr. Joe Kaeser is denied.

Rationale:

The Verein von Belegschaftsaktionären in der Siemens AG, which is committed to sustainability and long-term concerns of the employees, sees long-term business success at risk due to the specification of expected returns which steer investments as the primary steering target. The Siemens Financial Framework (SFF) is the climax of a development that has been observed for a while which confuses cause with effect: Returns are the result of good business activity. Good primary metrics improve the company’s competitiveness. They improve, for example, innovativeness or the employment conditions, since the prerequisite for creativity is satisfied employees who are not afraid about their future.

The justification for the absurdity of the spin-off of Gas and Power is that too little investment would flow into this division within Siemens AG due to the low returns. Gas and Power is, however, not only a future market, but a natural component of a smart infrastructure. Another aspect of the radical optimization of shareholder value is that the dependence on economic cycles is increased and innovativeness tends to decrease, making it therefore not sustainable.

The public image of Siemens was damaged by the CEO through unnecessary tweets and hesitant decisions: It should not need to be mentioned that a CEO looks closely at the facts, and the realization of due contractual loyalty should likewise not appear like such a struggle. The impression given by tweets that Mr. Kaeser has a serious problem with supplying signaling technology for a railway line being built to transport coal is contradictory: It will be recalled that the CEO used his personal negotiating skills to wrap up the billion-euro deal with Dresser Rand. Dresser Rand generates the bulk of its revenue from the fracking/oil industry. Imagine if the climate activist had accepted the dubious offer of a seat on the Supervisory Board. Would Siemens have then actually refrained from supplying the fracking/oil industry?

Proposal on Agenda Item 6

“To resolve on the approval of the system of compensation for the members of the Managing Board”

The shareholders’ association “Verein von Belegschaftsaktionären in der Siemens AG, e.V.”, which works for sustainability and the long-term interests of the employees, requests

With regard to Agenda Item 6, “To resolve on the approval of the system of compensation for the members of the Managing Board”

that the compensation system of the Managing Board members not be approved.

Rationale:

The Verein von Belegschaftsaktionären in der Siemens AG sees only slight improvements in the proposed Managing Board compensation system compared with the old system: The introduction of the “Environmental, Social & Governance” component is basically welcome, although it is not weighted heavily enough. It is likewise correct to measure the “Total Shareholder Return” component in the future according to an index. Nonetheless, we believe this component is weighted too heavily. We are also of the opinion that performance in the board member’s own area of responsibility must contribute to the setting of compensation.

However, it would be sensible and desirable to have an additional component, “Total wages of the employees” (“Lohnsumme der Beschäftigten”), which is completely missing.

For years now, we observe the use of pure financial market parameters as control parameters instead of entrepreneurship. This control method places no increased demands on the user. The carve-out of parts of the company reduces the complexity of entrepreneurial activity. We are of the opinion that the compensation is inappropriately high, not for this reason alone, and make reference here to Japan, which has outstanding managers despite a significantly lower level of compensation.

Moreover, we find the new rules to be too complex (40 pages in the Notice of Annual Shareholders’ Meeting!) and therefore unsuitable for controlling our company.

Munich, January 20, 2020

Verein von Belegschaftsaktionären in der Siemens AG, e.V.

Dr. Werner Fembacher

Tommy Jürgensen

Dr. Carsten Probol

Franz Weigert

Chairman

Vice Chairman

Vice Chairman

Vice Chairman

The “Dachverband der Kritischen Aktionärinnen und Aktionäre”, Cologne, has submitted the following shareholder proposals:

**Counterproposals from the Dachverband der Kritischen Aktionärinnen und Aktionäre
for the Annual Shareholders' Meeting of Siemens AG on February 5, 2020**

Regarding Agenda Item 3: To ratify the acts of the members of the Managing Board

With regard to Agenda Item 3, “To ratify the acts of the members of the
Managing Board”

Ratification of the acts of the members of the Managing Board shall be denied.

Rationale:

The Managing Board of Siemens AG is not sufficiently fulfilling its responsibility with regard to developing more effective climate protection measures. Measures to date are not sufficient to make a contribution towards reaching the goals of the Paris Agreement or the UN’s 2030 Agenda for Sustainable Development to which Siemens AG is committed.

Australia: Participation in the Adani Mine contradicts previous climate protection promises

The decision to supply rail signaling technology for the planned Adani coal mine in Australia is an example of the lack of awareness for the problems associated with participating in climate-damaging projects.

If Siemens took climate protection seriously, the Group would not participate in a project that could release 700 million tons of CO₂ per year. This goes against all of Siemens’ other contributions towards climate protection.

Siemens states that the indigenous Wangan and Jagalingou people, who are affected by the mine, have approved the project. But they have never given their free, prior, or informed agreement; rather, the Wangan and Jagalingou Family Council also took legal action against Adani and is resisting the destruction of their own country.

Indonesia: Participation in and funding of the Jawa 9 and 10 coal-fired power plant project

Siemens is collaborating with Doosan Heavy Industries from Korea, which is planning the 2,000 MW Jawa 9 and 10 coal-fired power plant project in Indonesia. Siemens Bank is to ensure the funding.

The Carbon Tracker Initiative (CTI) estimates that in 2020 construction of new renewable energies in Indonesia could already be less expensive than building new coal-fired power plants and that by 2027 it could be cheaper to build renewable energy power plants than to operate existing coal-fired power plants. Siemens, on the other hand, is binding Indonesia to coal-fired power plants to well beyond 2045, while the global coal phase-out has to be completed by 2040 to reach global climate objectives.

Climate-damaging business model

If all companies had the current greenhouse gas emissions of Siemens, the climate would rise by 4.5 degrees Celsius by 2050. Admittedly, Siemens wants to be climate neutral by 2030 with regard to its own businesses, but 92 percent of Siemens' greenhouse gas emissions arise in the supply chain (Scope 3). According to Siemens, this is currently 16 million tons, and their own companies are responsible for "just" 1.3 million tons of greenhouse gases. There are no clear targets for the supply chain and – even more important – no specific measures to ensure further emission reductions. But the supply chain is important if Siemens really wants to contribute towards climate protection.

Instead, with Gas and Power, Siemens creates economic incentives for the energy industry to continue backing climate-damaging energy rather than renewables. The new Siemens Energy will also continue with this climate-damaging business model and will not be able to sell itself as sustainable simply through the inclusion of Siemens Gamesa Renewable Energy (SGRE).

Western Sahara: Wind power from Siemens enables illegal looting of raw materials

Wind turbines from Siemens Gamesa are installed in the part of Western Sahara that is occupied by Morocco. International courts have time and time again stated that this occupation is unlawful. All projects concerning the Western Sahara region need prior consent from the recognized representatives of the Sahrawi people. To date, Siemens Gamesa has not obtained this consent. Instead, Siemens Gamesa has signed a further maintenance agreement with the Moroccan government through to 2033.

Neither Siemens nor SGRE have clearly explained why they are not respecting the Sahrawi people's democratic rights of home rule. Morocco itself is not interested in such consultations taking place, as the illegal exploitation of the valuable resources of Western Sahara will be even more profitable as a result of the wind turbines from Siemens.

As opposed to Siemens' assumptions, electricity generation will have no long-term benefits for the Sahrawi. According to Moroccan state-run company OCP, which illegally operates a phosphate mine in the occupied territory, 95 percent of the required energy comes from the Siemens Gamesa wind turbines. The pension funds of the Norwegian and Swedish governments have concluded that OCP is breaching international law by exporting these non-renewable raw materials.

The value of three shiploads of phosphate corresponds roughly to the amount of humanitarian aid given to the Sahrawi refugees. With its wind turbines, Siemens Gamesa contributes directly to this looting and the continuing occupation. The Siemens Managing Board has a clear responsibility regarding the activities of Siemens Gamesa, since Siemens AG is the majority shareholder.

Regarding Agenda Item 4: To ratify the acts of the Supervisory Board

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

Ratification of the acts of the members of the Supervisory Board shall be denied.

Rationale:

The Supervisory Board of Siemens AG has not adequately fulfilled its responsibility to instruct and control the Managing Board regarding compliance with human rights due diligence.

Disregard for the UN standards with regard to human rights due diligence

Siemens is still not meeting the minimum standards of the United Nations with regard to human rights due diligence. Siemens has not provided sufficient evidence as to how and whether it identifies, assesses, and minimizes risks to human rights in its own supply chain. This is a disgraceful judgment of the new program to respect human rights, but it is the result of a current study by the Business & Human Rights Resource Center and the ZHAW School of Management and Law. Siemens does not completely fulfill the requirements of the United Nations Guiding Principles on Business and Human Rights (UNGPs) with regard to corporate conduct. The results of the study are summarized here: <https://www.business-humanrights.org/de/kurzbewertung-deutscher-unternehmen>

China: Key company in government surveillance of Uyghurs is a partner of Siemens

Siemens has extended business relationships with Xinjiang in Northwest China, of which the most concerning is the cooperation agreement with China Electronics Technology Group (CETC). CETC has developed a surveillance app and database that is used for extensive surveillance of Muslims living in Xinjiang, especially Uyghurs. Based on data collected with the app, people have been sent to camps.

Siemens also sells technology and components to companies throughout Xinjiang. These customers include companies that operate steelworks, solar plants, and coal gasification plants. At least 1.5 million people, especially members of the Muslim Uyghurs minority, are held in re-education camps in Xinjiang. Increasingly, factories are built near these camps in which the detainees are forced to work for low wages. This gives the State Security absolute control over Muslim nationalities.

Colombia: Siemens still responsible for the consequences of the dam disaster

Siemens supplied transformers, switchgear, and other electrical equipment for the controversial Ituango Dam hydroelectric power plant in Colombia. For many years, it has been known that critics of the dam have been threatened and even murdered. For example, in 2018, three members of Movimiento Ríos Vivos, who were critical of the Ituango Dam, and three of their family members were murdered.

Since the start of the project it has been obvious that licenses were granted with no consideration of nature conservation regions and with disregard of the rights of the indigenous communities to prior, free, and informed consultation – some of these licenses were only granted subsequently. In 2018, a blockage in a tunnel caused landslides and flooding. Hundreds of families lost all their belongings. It is still not clear how the victims of the disaster will be compensated. Because there is fear of another dam failure, many of the tens of thousands of people who were evacuated back then have still not returned to their homes.

According to Siemens, the company would “talk with other participants to initiate joint measures for people impacted by the project” only if work on the dam is continued. However, human rights due diligence, especially carrying out effective countermeasures to rule out further breaches of human rights, applies regardless whether work is currently being carried out on a dam or not.

Ethiopia: Africa’s largest hydroelectric power plant fuels conflict with regard to water supply on the Nile

Siemens has a 35 percent shareholding in Voith Hydro and is therefore continuously involved in various extremely conflict-ridden dam projects. On January 10, 2019, Voith Hydro Shanghai, a subsidiary of Voith Hydro, signed an agreement with the Ethiopian government to deliver six turbines to the 6,450 megawatt Grand Ethiopian Renaissance Dam (GERD) hydroelectric power plant that is being built on the Blue Nile. The project is highly controversial because it has led to serious diplomatic tensions between Egypt and Sudan on the one hand and Ethiopia on the other hand. The downstream countries Sudan and Egypt fear that when the planned storage reservoir is filled, this will put water supply from the Nile at risk. To date, negotiations have produced no results and experts are warning that there is a growing risk of war in the region.

On October 27, 2019, the Ethiopian public prosecution department brought charges for corruption against 50 officers and managers (some of whom are high-ranking) from the semi-governmental METEC consortium, which is responsible for the project. The entire GERD project threatens peace in the region and obviously undermines the rule of law in Ethiopia.

Siemens Aktiengesellschaft

Chairman of the Supervisory Board: Jim Hagemann Snabe

Managing Board: Joe Kaeser, President and Chief Executive Officer

Members of the Managing Board: Roland Busch, Lisa Davis,
Klaus Helmrich, Janina Kugel, Cedrik Neike, Michael Sen, Ralf P. Thomas

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