

To the Shareholders of Medacta Group SA
An die Aktionäre der Medacta Group AG

INVITATION TO THE ANNUAL GENERAL MEETING

EINLADUNG ZUR ORDENTLICHEN GENERALVERSAMMLUNG



TO THE SHAREHOLDERS
OF MEDACTA GROUP SA
Invitation to the Annual General Meeting

Castel San Pietro, March 29, 2023

The ordinary Annual General Meeting of Shareholders of Medacta Group SA, Castel San Pietro, Switzerland will take place on **Thursday, April 27, 2023 at 09.00 am at Hotel Splendide Royal, Riva Antonio Caccia 7, Lugano.**

The Board of Directors is glad to physically meet the company's shareholders for the first time since the listing on the SIX Swiss Exchange.

Shareholders can register to attend the Annual General Meeting in person but will also be able to vote their shares by giving a **power of attorney and related voting instructions to the independent proxy or to a third-party proxy** (who needs not be a shareholder) as per the instructions and within the deadlines outlined in the administrative information at the end of this invitation.

Shareholders will be given the opportunity to **submit questions** to the Board of Directors ahead of the Annual General Meeting on Agenda Items via email to investor.relations@medacta.ch.

The Board of Directors thanks the Shareholders for their trust and is looking forward to meeting you in Lugano.

Medacta Group SA

Alberto Siccardi

President of the Board of Directors



Francesco Siccardi

Group CEO



AGENDA AND PROPOSALS OF THE BOARD OF DIRECTORS

(English translation of the binding Italian original)

1. APPROVAL OF THE MANAGEMENT REPORT, THE ANNUAL STATUTORY FINANCIAL STATEMENTS, THE CONSOLIDATED FINANCIAL STATEMENTS AND CONSULTATIVE VOTE ON THE REMUNERATION REPORT FOR THE FINANCIAL YEAR 2022

1.1 APPROVAL OF THE MANAGEMENT REPORT, THE ANNUAL STATUTORY FINANCIAL STATEMENTS AND THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2022

Motion: The Board of Directors proposes that the Management Report, the Annual Statutory Financial Statements and the Consolidated Financial Statements, each for the financial year 2022 be approved.

Explanations: Pursuant to art. 698 para. 2 items 3 and 4 of the Swiss Code of Obligations ("CO"), the General Meeting is responsible for approving the Management Report, the Annual Statutory Financial Statements and the Consolidated Financial Statements. The Annual Report with the Management Report, the Annual Statutory Financial Statements and the Consolidated Financial Statements, each for the financial year 2022 are available online in the section "Investors" at www.medacta.com.

1.2 CONSULTATIVE VOTE ON THE REMUNERATION REPORT FOR THE FINANCIAL YEAR 2022

Motion: The Board of Directors proposes that the Remuneration Report 2022 contained in the Annual Report 2022 be approved in a consultative vote.

Explanations: The Remuneration Report describes the remuneration governance and principles and contains information about the compensation paid to the Board of Directors and the Group Executive Management of Medacta Group. In accordance with art. 12 para. 6 of the Articles of Association the Board of Directors submits the Remuneration Report to the General Meeting for a consultative vote.

2. APPROVAL OF THE APPROPRIATION OF AVAILABLE EARNINGS AS OF DECEMBER 31, 2022 AND DISTRIBUTION OF ORDINARY DIVIDEND AND OF CAPITAL CONTRIBUTION RESERVES OF MEDACTA GROUP SA

The Board of Directors proposes to the Annual General Meeting a **total gross distribution of CHF 10'778'478 (CHF 0.54 per share entitled to dividend)¹**, half of it to be distributed as dividend out of available earnings and half of it to be distributed out of accumulated reserves from capital contribution. Swiss Federal Tax Administration's position is that distributions out of capital contribution reserves, as to the extent proposed, may be paid without a Swiss withholding tax deduction. The own shares held by Medacta Group SA (39'857 shares as of 31st December 2022) are not entitled to the distribution of dividend and to the distribution of the reserves from capital contribution and are not taken into account in the figures above. All the remaining retained earnings as well as the remaining accumulated reserves from capital contribution are proposed to be carried forward.

¹These figures are based on the share capital issued and outstanding on December 31, 2022, and may change depending on the number of shares issued and outstanding on May 3, 2023 (Record Date).

2.1 PROPOSED APPROPRIATION OF AVAILABLE RETAINED EARNINGS

As of December 31, 2022, the available retained earnings of Medacta Group SA are as follows:

Balance of retained earnings brought forward	CHF 38'312'165
Profit of the year of Medacta Group SA	CHF 14'731'878
Available retained earnings	CHF 53'044'043

Motion: The Board of Directors proposes the following appropriation of the available retained earnings:

Dividend distribution out of retained earnings	(CHF 5'389'239)
Balance of retained earnings to be carried forward	CHF 47'654'804

Explanations: Pursuant to art. 698 para. 2 item 4 CO, the Annual General Meeting is responsible for passing resolutions on the appropriation of available earnings and the distribution of dividends. The proposal for the appropriation of available retained earnings, verified by the auditors, is based on the audited Annual Statutory Financial Statements, which is proposed for approval under agenda item 1.1.

2.2 PROPOSED APPROPRIATION OF RESERVES FROM CAPITAL CONTRIBUTION

As of December 31, 2022, the reserves from capital contribution of Medacta Group SA are as follows:

Balance of reserves from capital contribution brought forward	CHF 18'170'836
Total reserves from capital contribution	CHF 18'170'836

Motion: The Board of Directors proposes the following appropriation of reserves from capital contribution as per balance sheet:

Distribution of reserves from capital contribution	(CHF 5'389'239)
Balance of reserves from capital contribution to be carried forward	CHF 12'781'597

Explanations: Pursuant to art. 698 para. 2 item 6 CO, the General Meeting is responsible for passing resolutions on the repayment of statutory capital reserves. Provided that the proposed distributions of the dividend and of the reserves from capital contribution are approved, payments will be made on May 4, 2023 to holders of shares on the record date May 3, 2023. The shares will be traded ex-dividend as of May 2, 2023 and, accordingly, the last day on which the shares may be traded with entitlement to receive the dividend and the capital contribution reserves will be CUM-date April 28, 2023.

3. DISCHARGE TO THE BOARD OF DIRECTORS AND DISCHARGE TO THE EXECUTIVE MANAGEMENT

Motion: The Board of Directors proposes that the Annual General Meeting grants discharge from liability to the members of the Board of Directors and the Executive Management for their services in the financial year 2022.

Explanations: Pursuant to Art. 698 para. 2 item 7 CO, granting discharge to the responsible corporate bodies is by law a non-transferable power of the General Meeting.

4. ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS

The term of office of all members of the Board of Directors ends at the Annual General Meeting 2023. All current members stand for re-election. All elections will be carried out individually.

Motion: The Board of Directors proposes the election of:

- 4.1 Alberto Siccardi, as Member
- 4.2 Maria Luisa Siccardi Tonolli, as Member
- 4.3 Victor Balli, as Member
- 4.4 Riccardo Braglia, as Member
- 4.5 Philippe Weber, as Member

each for a term of office of one year ending with the Annual General Meeting of Medacta Group SA for the financial year 2023.

Explanations: Pursuant to art. 698 para. 2 item 2 CO, the General Meeting is responsible for the election of the Members of the Board of Directors. All current Members of the Board of Directors stand for re-election for a further term of office. A curriculum vitae of all Members of the Board of Directors is included in the Corporate Governance section of the Annual Report 2022 and is available online in section "Investors" at www.medacta.com.

5. ELECTION OF THE CHAIRMAN OF THE BOARD

Motion: Subject to his election as member of the Board of Directors under agenda item 4.1, the Board of Directors proposes the election of Alberto Siccardi as Chairman of the Board of Directors for a term of office of one year ending with the Annual General Meeting of Medacta Group SA for the financial year 2023.

Explanations: Pursuant to Art. 698 para. 3 item 1 CO, the General Meeting is responsible for the election of the chairman of the Board of Directors. Mr. Alberto Siccardi stands for re-election for a further term of office as chairman of the Board of Directors.

6. ELECTION OF THE MEMBERS OF THE REMUNERATION COMMITTEE

The term of office of all members of the Remuneration Committee ends at the Annual General Meeting 2023.

Motion: The Board of Directors proposes the election of:

- 6.1 Philippe Weber, as Member
- 6.2 Riccardo Braglia, as Member

each for a term of office of one year ending with the Annual General Meeting of Medacta Group SA for the financial year 2023.

Explanations: Pursuant to art. 698 para. 3 item 2 CO, the General Meeting is responsible for the election of the members of the remuneration committee. All current members of the Remuneration Committee stand for re-election for a further term of office. The Board of Directors intends to appoint Dr. Philippe Weber as Chairman of the Remuneration Committee, subject to his election as a member of the Remuneration Committee. In agenda item 10.3, it is proposed that the Remuneration Committee shall be renamed to “Human Resources & Remuneration Committee”.

7. ELECTION OF THE INDEPENDENT PROXY HOLDER

Motion: The Board of Directors proposes the re-election of Fulvio Pelli, attorney at law, as the Independent Proxy Holder for a term of office of one year ending with the Annual General Meeting of Medacta Group SA for the financial year 2023.

Explanations: Pursuant to art. 698 para. 3 item 3 CO, the General Meeting is responsible for the election of the independent proxy. Mr. Fulvio Pelli fulfils the legal requirements and is available for election.

8. ELECTION OF THE AUDITORS

Motion: The Board of Directors proposes the re-election of Deloitte SA as the Auditor of Medacta Group SA for a term of office of one year ending with the Annual General Meeting for the financial year 2023.

Explanations: Pursuant to Art. 698 para. 2 item 2 CO, the General Meeting is responsible for the election of the auditors. Deloitte SA fulfils the legal requirements and is available for election.

9. VOTES ON COMPENSATIONS FOR THE MEMBERS OF THE BOARD OF DIRECTORS AND THE MEMBERS OF THE EXECUTIVE MANAGEMENT

The Board of Directors proposes the approval of the maximum aggregate amounts of remuneration for the Members of the Board of Directors and of the Executive Management.

The aggregate compensation amounts for members of the Board of Directors as well as for Group Executive Management are deemed to be inclusive of all social security and pension contributions of the Members of the Board of Directors and the Executive Management respectively.

Further information on the remuneration system and details on the remuneration of the members of the Board of Directors and the Executive Management can be found in the Remuneration Report, which is included in the Annual Report 2022 and is available online in the section “Investors” at www.medacta.com.

9.1 APPROVAL OF REMUNERATIONS FOR THE MEMBERS OF THE BOARD OF DIRECTORS

a) Approval of the maximum aggregate amount of remuneration for the members of the Board of Directors (art. 12 (1) of the Articles of Association)

Motion: The Board of Directors proposes approval of the maximum aggregate amount of remuneration for the Board of Directors of CHF 1'100'000, covering the period from the Annual General Meeting presently called to the Annual General Meeting for the financial year 2023.

Explanations: Pursuant to art. 698 para. 3 item 4 CO and art. 12 item 1 of the Articles of Association, the General Meeting is responsible for approving the remuneration of the Board of Directors. The principles governing the compensation of the Board of Directors are set out in art. 25 of the Articles of Association. Details of the compensation of the Board of Directors can be found in the Remuneration Report, which is included in Annual Report 2022 and is available online in the section “Investors” at www.medacta.com. The aggregate compensation amounts for Members of the Board of Directors are deemed to be inclusive of all social security and pension contributions of the Members of the Board of Directors. The maximum total amount proposed for approval is based on the assumption that the Board of Directors will consist of five members after the Annual General Meeting.

b) Approval of the overall remuneration for consulting services provided by the members of the Board of Directors (art. 25 (3) of the Articles of Association)

Motion: The Board of Directors proposes the approval of the overall amount of CHF 150'000 as remuneration for consulting services provided by members of the Board of Directors covering the period from the Annual General Meeting presently called to the Annual General Meeting for the financial year 2023.

Explanations: Pursuant to art. 25 para. 3 of the Articles of Association, the General Meeting is responsible for approving the remuneration for consulting services provided by Members of the Board of Directors. Details of the compensation of the Board of Directors can be found in the Remuneration Report, which is included in the Annual Report 2022 and is available online in the section “Investors” at www.medacta.com.

9.2 APPROVAL OF THE MAXIMUM AGGREGATE AMOUNT OF REMUNERATIONS FOR THE MEMBERS OF THE EXECUTIVE MANAGEMENT

a) Approval of the maximum overall fixed remuneration of the members of the Executive Management for the financial year 2024

Motion: The Board of Directors proposes to approve a maximum overall fixed remuneration of CHF 1'200'000 for all members of the Executive Management for the financial year 2024.

Explanations: Pursuant to art. 12 item 2 of the Articles of Association, the General Meeting is responsible for approving the maximum overall fixed compensation of the Executive Management that may be paid in the subsequent business year, i.e. financial year 2024. The principles of remuneration for the Executive Management are described in art. 26 of the Articles of Association and in the Remuneration Report, which is included in the Annual Report 2022 and is available online in section “Investors” at www.medacta.com. The proposed amount of CHF 1'200'000 has been calculated on the basis of the remuneration framework disclosed in the Remuneration Report 2022 for the Executive Management members. The proposed amount remains unchanged compared to the total amount approved for the financial year 2023 by the Annual General Meeting 2022. The maximum amount proposed for approval is based on the assumption that the Executive Management will consist of three members after the Annual General Meeting.

b) Approval of the maximum overall variable short-term remuneration of the Executive Management for the financial year 2022

Motion: The Board of Directors proposes to approve a maximum overall variable short-term remuneration, including social charges, of CHF 1'350'000 for all members of the Executive Management for the financial year 2022.

Explanations: Pursuant to art. 12 item 3 of the Articles of Association, the General Meeting is responsible for approving the maximum overall variable short-term compensation for the Executive Management that may be paid or allocated for the most recently concluded financial year, i.e. financial year 2022. The principles of remuneration for the Executive Management are described in art. 26 of the Articles of Association and in the Remuneration Report, which is included in the Annual Report 2022 and is available online in section “Investors” at www.medacta.com. The proposed amount of CHF 1'350'000 has been calculated on the basis of the remuneration framework disclosed in the Remuneration Report 2022 for the Executive Management members.

The proposed amount remains unchanged compared to the total amount approved for the financial year 2021 by the Annual General Meeting 2022.

c) Approval of the maximum overall variable long-term remuneration of the Executive Management for the financial year 2024

Motion: The Board of Directors proposes to approve a maximum overall long-term remuneration of CHF 800'000 for all members of the Executive Management for the financial year 2024.

Explanations: Pursuant to art. 12 item 4 of the Articles of Association, the General Meeting is responsible for approving the maximum overall variable long-term compensation of the Executive Management that may be allocated in the subsequent business year, i.e. financial year 2024. The principles of remuneration for the Executive Management are described in art. 26 of the Articles of Association and in the Remuneration Report, which is included in Annual Report 2022 and is available online in section "Investors" at www.medacta.com. The proposed amount of CHF 800'000 has been calculated on the basis of the remuneration framework disclosed in the Remuneration Report 2022 for the Executive Management members. The proposed amount remains unchanged compared to the total amount approved for the financial year 2023 by the Annual General Meeting 2022. The maximum amount proposed for approval is based on the assumption that the Executive Management will consist of three members after the Annual General Meeting.

10. AMENDMENT OF THE ARTICLES OF ASSOCIATION

Preliminary Remarks: The Board of Directors proposes to amend the Articles of Association of Medacta Group SA, in particular to align them with the revised Swiss stock corporation law that entered into force on January 1, 2023. The wording of the provisions of the Articles of Association proposed for amendment can be found in the Appendix to this invitation as a comparison of the previous and new wording of the articles to be amended. The proposed amendments are marked. The Appendix is available online in section "Investors" at www.medacta.com and also forms part of the invitation published in the Swiss Official Gazette of Commerce.

10.1 AMENDMENTS TO THE ARTICLES OF ASSOCIATION REGARDING CONDITIONAL SHARE CAPITAL AND SHARE REGISTER

Motion: The Board of Directors proposes to amend articles 3a and 5 the Articles of Association as set out in the Appendix to this invitation.

Explanations: Pursuant to art. 653b para. 1 no. 4 CO, in case of a capital increase from conditional capital, the Articles of Association must contain a restriction or cancellation of the subscription rights of existing shareholders, unless the option rights are allocated to them. According to art. 653b para. 1 no. 7 CO, the articles of association must further stipulate the form for exercising

conversion or option rights and for waiving these rights. Following the new Swiss stock corporation law, the articles of association may now also provide for electronic means for the exercise of such rights. With the amendment of art. 3a para. 1 and the introduction of a new art. 3a para. 3, these new requirements shall be reflected in the Articles of Association. According to art. 685d para. 2 CO, in case of listed registered shares, the company may refuse to accept an acquirer as a shareholder if at the company's request the acquirer fails to declare that they have acquired the shares in their own name and for their own account, that there is no agreement on the redemption and return of the shares concerned and that they bear the economic risk associated with the shares. The Board of Directors proposes to introduce the basis for restricting transferability of shares now provided for in the law under art. 685d para. 2 CO. With the amendment of art. 5 para. 2 and 3 of the Articles of Association, the new requirements of art. 685d para. 2 CO shall fully be reflected.

10.2 AMENDMENTS TO THE ARTICLES OF ASSOCIATION REGARDING SHAREHOLDERS' RIGHTS AND THE GENERAL MEETING

Motion: The Board of Directors proposes to amend articles 6, 7, 8, 9, 11, 13 and 14 of the Articles of Association as set out in the Appendix to this invitation.

Explanations: According to art. 701a CO the Board of Directors shall decide on the venue of the General Meeting. No shareholder shall be unduly obstructed in exercising their rights in connection with the General Meeting by the choice of venue. The General Meeting may further be held at several locations at the same time. In this case, the votes of the participants must be transmitted directly in picture and sound to all meeting locations. Pursuant to art. 701b CO, the General Meeting may also be held abroad if permitted by the Articles of Association and if the Board of Directors designates an Independent Proxy in the notice convening the meeting. The amendment of art. 7 para. 1 of the Articles of Association shall reflect the new provisions and create the necessary basis in the Articles of Association for holding General Meetings at foreign venues. The new stock corporation law allows for participation at General Meetings by electronic means. According to art. 701c CO, the Board of Directors may provide that shareholders who are not present at the physical location of the General Meeting have the option to exercise their rights electronically ("hybrid General Meeting"). Pursuant to art. 701d para. 1 CO, it will be furthermore possible to hold a General Meeting without a physical venue (i.e., exclusively by using electronic means; "virtual General Meeting") if permitted by the Articles of Association and if the Board of Directors designates an Independent Proxy in the notice convening the meeting. With the introduction of the new art. 7 para. 2 to the Articles of Association, the necessary basis in the Articles of Association for holding virtual General Meetings shall be created.

The new Swiss stock corporation law further strengthens shareholders' rights - in particular also in connection with the holding of General Meetings and the submission of agenda items and proposals - and the regulations concerning the preparation and holding of General Meetings are modernized and adapted to today's technical possibilities. In this context, it is proposed to amend the following existing provisions of the Articles of Association: art. 6 (authorities), art. 7 para. 3 (meetings), art. 8 (notices), art. 9 (agenda), art. 11 (resolutions), art. 13 (qualified majority for important resolutions) and art. 14 (independent proxy).

10.3 AMENDMENTS TO THE ARTICLES OF ASSOCIATION REGARDING THE BOARD OF DIRECTORS AND THE ORGANIZATION

Motion: The Board of Directors proposes to amend articles 6, 11, 17, 19, 20, 23, 25, 26 and 31 of the Articles of Association as set out in the Appendix to this invitation.

Explanations: The new Swiss stock corporation law slightly expands the catalogue of the non-transferable and inalienable duties of the Board of Directors. The amendments to art. 17 para. 1 item 8 and 10 of the Articles of Association shall reflect the non-transferable and inalienable duties of the Board of Directors as set out in the new Swiss stock corporation law. According to art. 730a para. 4 CO, in order to strengthen the position of the auditors (as well as the minority shareholders who rely on the auditors) under the new CO, the revocation of the auditors is now only possible for cause. The amendment of art. 20 para. 4 of the Articles of Association shall implement this new requirement. Under the new Swiss stock corporation law, all announcements to third parties (e.g., to the company's creditors) required by law must be made in the Swiss Official Gazette of Commerce (SOGC). Since such announcements have to be published in the SOGC anyway, the SOGC must not explicitly be mentioned again as the publication medium for announcements to third parties in the Articles of Association. Therefore, the mandatory content of the Articles of Association shall now only contain the form of communication between the company and its shareholders. This also determines the form in which the General Meeting is to be convened. Art. 8 and 31 of the Articles of Association shall be amended accordingly. Further, the Board of Directors proposes to rename the Remuneration Committee into "Human Resources & Remuneration Committee". The competences of the Human Resources & Remuneration Committee remain the same. The name of the committee in art. 6, 11, 17, 19, 23, 25 and 26 of the Articles of Association shall be amended accordingly.

10.4 AMENDMENTS TO THE ARTICLES OF ASSOCIATION REGARDING THE PROVISIONS ON COMPENSATION IN CONNECTION WITH THE NEW SWISS CORPORATE LAW

Motion: The Board of Directors proposes to amend articles 23, 24, 28 and 29 of the Articles of Association as set out in the Appendix to this invitation.

Explanations: With the new Swiss stock corporation law, the provisions on the number of permitted external mandates that the Members of the Board of Directors and the Executive Management may carry out have been redefined (see art. 626 para. 2 item 1 CO). In addition, mandates in this context have been redefined. These changes shall be adopted with the amendment of art. 23 para. 1 and 2 of the Articles of Association. Pursuant to art. 735c item 2 CO, compensation for current and former members of the Executive Management for non-competition obligations is not permitted if it exceeds the average compensation paid to such member during the last three financial years. Art. 24 para. 3 of the Articles of Association shall be amended accordingly. Art. 735c item 7 and 8 CO lists the inadmissible remuneration for current and former members of the Board of Directors and Executive Management or for persons closely associated with them. Art. 28 para. 1 of the Articles of Association shall be amended to fully reflect the new requirements. Art. 735a CO restricts the use of the additional amount to new members of the Executive Management. Use for promotions within the Executive Management is no longer permitted. Art. 29 para. 1 and 2 of the Articles of Association must be amended accordingly.

ADMINISTRATIVE INFORMATION

Shareholders can register to attend the meeting in person, but are also able to vote their shares by giving a power of attorney and related voting instructions to the independent proxy or to a third-party proxy (who needs not be a shareholder), either by returning the proxy form or by exercising their voting rights online.

DOCUMENTATION

The complete Annual Report 2022 including the Remuneration Report and the Auditors' Report is published online in English in section "Investors" at www.medacta.com and is available for examination at the registered office of Medacta Group SA. The Annual Report will be sent to the Shareholders upon request, available in printed form in English language.

RECORD DATE AND VOTING CARDS

Only Shareholders who are on record in the share register with voting rights on April 24, 2023, 17.00 (CEST) are entitled to exercise their voting rights. From April 24, 2023, 17.00 (CEST) to and including April 27, 2023, no entries will be made in the share register which would create a right to vote at the Annual General Meeting. Shareholders who sell part or all their shares before the Annual General Meeting are no longer entitled to vote to that extent.

You may register in writing or electronically for the Annual General Meeting until April 24 2023, 17.00 (CEST). You can find related guidance in the enclosed registration form. As from April 25, 2023, the admission and voting cards will be sent by post to the shareholders who have registered for the Annual General Meeting.

Information about the voting results of the Annual General Meeting will be published by media release following the Annual General Meeting and will be available at in section “Investors” at www.medacta.com.

REPLY FORM AND REGISTRATION

Enclosed to the invitation sent to Shareholders is the application and proxy form, which can be used to grant a power of attorney to the independent proxy, Avv. Fulvio Pelli, or to a third-party proxy.

Shareholders who wish to grant a proxy are kindly asked to complete and sign the reply form and send it until April 25, 2023 at 11.59 am at the latest (date of receipt) to the following address: Medacta Group SA, c/o SisWare AG, Militärstrasse 3, CH-6467 Schattdorf. Alternatively, Shareholders may grant their power to the independent proxy by exercising their voting rights online using their personal voting code set out in the application and proxy form enclosed to the invitation sent to them. The online voting period ends on April 25, 2023 at 11.59 am. Shareholders who exercise their voting rights online are asked not to additionally return their application and proxy form by mail.

SHAREHOLDER QUESTIONS ON AGENDA ITEMS

Shareholders will be given the opportunity to submit questions to the Board of Directors on Agenda Items via email to investor.relations@medacta.ch, by April 21, 2023. The Board of Directors will respond at the Annual General Meeting itself. Medacta reserves the right to answer questions in aggregated form or individually, possibly mentioning the name of the Shareholder who submitted the question.

Medacta Group SA, as Data Controller, will process all personal data concerning you pursuant to the applicable privacy laws and in accordance with the Medacta Privacy Policy, available at <https://www.medacta.com/EN/privacy-policy>.

APPENDIX: DETAILS OF THE AMENDMENTS OF THE ARTICLES OF ASSOCIATION

The following is a comparison of the old and new wording of the provisions of the Articles of Association. The Articles of Association include an Italian and an English version. The Italian version of the Articles of Association is the governing version and attached to the Italian Version of the invitation to the Annual General Meeting, which will be available online in section “Investors” at www.medacta.com.

ARTICLES OF ASSOCIATION*

of
Medacta Group SA
(Medacta Group Ltd)
(Medacta Group AG)

I. GENERAL PROVISIONS

ARTICLE 1: CORPORATE NAME, REGISTERED OFFICE

Under the corporate name

Medacta Group SA
(Medacta Group Ltd)
(Medacta Group AG)

a Company exists pursuant to Articles 620 et seq. of the Swiss Code of Obligations ("CO") having its registered office in Castel San Pietro. The duration of the Company is unlimited.

ARTICLE 2: PURPOSE

The purpose of the Company is to indirectly or directly acquire, hold and manage investments in domestic and foreign companies, in particular controlling investments in industrial and trading companies active in the field of orthopedics, the management and sustainable development of these investment companies within a group of companies as well as the provision of financial and organizational means for the management of a group of companies.

The Company may acquire, mortgage, utilize and sell real estate properties and intellectual property rights in Switzerland and abroad as well as incorporate and finance subsidiaries and branches.

The Company may engage in all kinds of commercial and financial transactions that are beneficial for the realisation of its purpose, in particular provide and take out loans, issue bonds, provide suretyships and guarantees, provide collateral as well as make investments in all marketable investment classes.

II. CAPITAL

ARTICLE 3: SHARE CAPITAL

The share capital of the Company amounts to CHF 2,000,000 and is divided into 20,000,000 registered shares with a nominal value of CHF 0.10 each. The share capital is fully paid-up.

*The Italian version of the articles of association is the governing version.

ARTICLE 3A: CONDITIONAL CAPITAL

The share capital of the Company may be increased by up to CHF 50,000 by issuing up to 500,000 fully paid up registered shares with a nominal value of CHF 0.10 each, upon the exercise of option rights or in connection with similar rights regarding shares (including performance stock units (PSU) and / or restricted stock units (RSU)) (together "Equity-linked Rights") granted to officers and employees at all levels of the Company and its group companies according to regulations and terms and conditions to be specified by the Board of Directors. Any subscription right (Bezugsrecht) and any priority subscription right (Vorwegzeichnungsrecht) of the shareholders is excluded **or restricted, respectively, if and to the extent the option rights are not allocated to existing shareholders**. The acquisition of registered shares based on this Article 3a and every subsequent transfer of these registered shares shall be subject to the transfer restrictions pursuant to Article 5.

The conditions for the allocation and exercise of the Equity-linked Rights from this Article 3a are determined by the Board of Directors. The shares may be issued at a price below the market price.

Option rights pursuant to Article 3a para. 1 must be exercised in writing or in electronic form allowing proof by text. This also applies to the waiver of the exercise of these rights.

ARTICLE 4: FORM OF SHARES

The Company issues its registered shares only as uncertified securities (Wertrechte) and registers them as book-entry securities (in terms of the Book-Entry Securities Act). Shareholders have no right to request conversion of the form in which registered shares are issued into another form. The shareholder may at any time require from the Company the delivery of an attestation certifying his current shareholding.

The uncertified securities (Wertrechte), their number and division and the shareholders are registered in a register for uncertified securities. This register for uncertified securities is not public.

Uncertified securities (Wertrechte) may only be transferred by way of assignment provided that they are not registered as book-entry securities. In order to be valid, the assignment must be reported to the Company, which may refuse the entry of the assignee in the share register in accordance with Article 5.

The transfer of book-entry securities and the granting of security rights on book-entry securities have to be compliant with the Book-Entry Securities Act. The transfer of book-entry securities or the granting of security rights on book-entry securities by way of assignment is excluded. The transfer restrictions according to Article 5 are not affected by these regulations.

ARTICLE 5: SHARE REGISTER, TRANSFER RESTRICTIONS

The identity of the owners/usufructuaries of registered shares shall be entered in the share register stating first/last name (for legal entities the company name), domicile, address and citizenship (for legal entities the legal domicile). Any person registered in the share register changing its address, must inform the Company accordingly.

Persons acquiring registered shares shall on application be entered in the share register without limitation as shareholders with voting rights, provided they expressly declare themselves (i) to have acquired the said shares in their own name and for their own account, (ii) that there is no agreement to take back or return the shares concerned, (iii) that they bear the economic risk associated with the shares and (iv) comply with the disclosure requirements stipulated by the Federal Act on Financial Market Infrastructure (*FinfraG FMIA*) of 19 June 2015. Entry in the share register of registered shares as a shareholder with voting rights is subject to the approval of the Company. Entry in the share register of registered shares as a shareholder with voting rights may be refused based on the grounds set out in Article 5 para. 3, 4 and 5. If the Company does not refuse to register the acquirer as shareholder with voting rights within 20 calendar days upon receipt of the application, the acquirer is deemed to be a shareholder with voting rights. Non-recognized acquirers shall be entered in the share register as shareholders without voting rights. The corresponding shares shall be considered as not represented in the General Meeting of Shareholders.

Persons not expressly ~~declaring themselves to be holding shares for their own account~~ providing the confirmations listed in paragraph 2 in their application for entry in the share register or upon request by the Company (hereafter referred to as nominees) shall be entered in the share register with voting rights without further inquiry up to a maximum of 3.0% of the share capital outstanding at that time. Above this limit registered shares held by nominees shall be entered in the share register with voting rights only if the nominee in question in the application for registration or thereafter upon request by the Company makes known the names, addresses and shareholdings of the persons for whose account he is holding 0.5% or more of the share capital outstanding at that time and provided that the disclosure requirements stipulated by the Federal Act on Financial Market Infrastructure (*FinfraG-FMIA*) of 19 June 2015 are complied with. The Board of Directors has the right to conclude agreements with nominees concerning their disclosure requirements.

Subject to Art. 652b para. 3 CO, the above mentioned limit of registration also applies to the acquisition of registered shares, which are subscribed for or acquired by way of exercising any subscription, acquisition, option or convertible right arising from shares or any other securities issued by the Company or third parties.

Legal entities or partnerships or other associations or joint ownership arrangements which are linked through capital ownership or voting rights, through common management or in like manner, as well as individuals, legal entities or partnerships (especially syndicates) which act in concert with the intent to circumvent the entry restriction are considered as one shareholder or nominee.

The Company may in special cases approve exceptions to the above restrictions (Article 5 para. 3, 4 and 5). After due consultation with the persons concerned, the Company is further authorized to delete entries in the share register as shareholder with voting rights with retroactive effect if they were effected on the basis of false information or if the respective person does not provide the information pursuant to Article 5 para. 3. The concerned person has to be immediately informed about the deletion.

Until an acquirer becomes a shareholder with voting rights for the shares in accordance with Article 5, she/he may neither exercise the voting rights connected with the shares nor other rights associated with the voting rights.

III. ORGANISATION

A. GENERAL MEETING

ARTICLE 6: AUTHORITIES

The General Meeting is the supreme corporate body of the Company. It has the following non-transferable powers:

1. to adopt and amend the Articles of Association;
2. to elect and recall the members of the Board of Directors, the Chairman of the Board of Directors, the members of the **Human Resources & Remuneration Committee**, the Auditors and the Independent Proxy;
3. to approve the management report and the consolidated accounts;
4. to approve the annual accounts as well as to pass resolutions regarding the allocation of profits as shown on the balance sheet, in particular to determine the dividends;
5. **to determine the interim dividend and approve the interim account required therefor;**
6. **to pass resolutions on repaying the statutory capital reserve;**
- 5 7. to approve the aggregate amounts of the maximum compensation of the members of the Board of Directors and the executive management pursuant to Articles 12, 25 and 26;
8. **to cast an advisory vote on the remuneration report;**
- 6 9. to grant discharge to the members of the Board of Directors;
10. **to delist the equity securities of the Company;**
- 7 11. to pass resolutions regarding issues which are reserved to the General Meeting by law or by the Articles of Association or which are presented to it by the Board of Directors.

ARTICLE 7: MEETINGS

The ordinary General Meeting shall be held annually within six months after the close of the business year. The Board of Directors ~~determines~~ shall determine the time, ~~and location~~ the venue of the General Meeting and the form in which it is to be held. The venue of meeting may also be abroad. The General Meeting may also be held in various locations at the same time.

The Board of Directors may provide that shareholders who are not present at the General Meeting venue be able to exercise their rights electronically. The Board of Directors may also waive the determination of a meeting venue and order a General Meeting held purely by electronic means.

Extraordinary General Meetings shall be called as often as necessary, in particular, in all cases required by law.

Extraordinary General Meetings shall be convened by the Board of Directors within ~~2 months~~ 60 calendar days if shareholders representing at least 5 percent of the share capital or the votes request such meeting in writing, setting forth the items to be discussed and the proposals to be decided upon.

ARTICLE 8: NOTICE

General Meetings shall be convened by the Board of Directors and, if need be, by the Auditors. The liquidators shall also be entitled to convene a General Meeting.

Notice of the General Meeting shall be given ~~by publication in the Swiss Official Gazette of Commerce~~ at least 20 calendar days before the date of the meeting ~~To the extent the post and/or e-mail addresses of~~ in the manner laid down in Article 31 for notifications to the shareholders ~~are known, notice shall be sent simultaneously by post and/or e-mail~~. The notice ~~shall state the day, time and place of the Meeting, the agenda, the proposals of the Board of Directors and the proposals of the shareholders who have requested~~ convening the General Meeting ~~or that an item be included on the agenda~~ shall state:

1. the date, the starting time, the form and the location of the General Meeting;
2. the business to be discussed;
3. the motions of the board of directors and a short explanation for these motions;
4. if applicable, the shareholders' motions with a short explanation of each;
5. the name and the address of the Independent Proxy.

The annual business report and the Auditors' ~~report must~~ reports shall be ~~submitted for examination by~~ made available to the shareholders at ~~the registered office of the Company at~~ least 20 calendar days ~~prior to the date of~~ before the ordinary General Meeting. ~~Reference to such submission and to the shareholders' right to request the conveying of these~~ If the documents are not electronically accessible, any shareholder may request that they be sent to them ~~shall be included~~ in ~~the notice to the General Meeting~~ good time.

ARTICLE 9: AGENDA

The Board of Directors shall state the items on the agenda.

Registered shareholders with voting rights individually or jointly representing at least 0.5 percent of the share capital or the votes of the Company may demand that items be ~~put~~ placed on the agenda or that motions relating to items on the agenda be included in the notice convening the General Meeting. Such demands have to be submitted to the Chairman of the Board of Directors at least 45 calendar days before the date of the General Meeting and shall be in writing, specifying the item and the proposals. Shareholders may submit a short explanation together with the agenda items or motions, which must be included in the notice convening the General Meeting.

No resolutions may be passed on motions concerning agenda items which have not been duly announced apart from those exceptions permitted by law.

ARTICLE 10: CHAIR, MINUTES

The General Meeting shall be chaired by the Chairman of the Board of Directors, or, in his absence, by another member of the Board of Directors selected by the Board of Directors, or by another chairman elected for that day by the General Meeting ("Chairman").

The Chairman designates a Secretary for the minutes as well as the scrutineers who do not need to be shareholders.

The Board of Directors is responsible for the keeping of the minutes, which are to be signed by the Chairman and by the Secretary.

ARTICLE 11: RESOLUTIONS

Subject to the provisions of Article 5, each share entitles to one vote.

Each shareholder may be represented by the Independent Proxy or by means of a written proxy by any other person ~~who needs not be a shareholder~~ of such shareholder's choice. The Board of Directors determines the requirements regarding proxies and voting instructions.

The General Meeting shall pass its resolutions and carry out its elections with the simple majority of the votes cast, to the extent that neither the law nor the Articles of Association provide otherwise. Abstentions, empty votes and invalid votes will not be taken into account for the calculation of the required majority.

The members of the Board of the Directors and the members of the Human Resources & Remuneration Committee are elected individually.

The Chairman shall have no casting vote.

The Chairman shall determine the voting procedure.

ARTICLE 12: VOTES ON COMPENSATION

Each year, the General Meeting votes separately and bindingly on the proposals by the Board of Directors regarding the aggregate amounts of:

1. the compensation of the Board of Directors according to Article 25 for the term of office until the next ordinary General Meeting;
2. the maximum overall fixed compensation of the Executive Management pursuant to Art. 26 para. 1(a) that may be paid in the subsequent business year;
3. the maximum overall variable short-term compensation for the Executive Management pursuant to Art. 26 para. 1(b) that may be paid or allocated for the most recently concluded financial year; and
4. the maximum overall variable long-term compensation of the Executive Management pursuant to Art. 26 para. 1(c) that may be allocated in the subsequent business year.

The Board of Directors may present to the General Meeting deviating or additional proposals for approval in relation to the same or different time periods.

If the General Meeting does not approve the proposed amount of the proposed fixed or proposed variable compensation, as the case may be, the Board of Directors may either submit new proposals at the same General Meeting, convene a new extraordinary General Meeting and make new proposals for approval or may submit the proposals regarding compensation for retrospective approval at the next ordinary General Meeting.

The aggregate compensation amounts for members of the Board of Directors as well as for executive Management are deemed to be inclusive of all social security and pension contributions of the members of the Board of Directors and the executive management respectively and the Company (contributions by employee and employer).

The compensation approved by the General Meeting may be paid by the Company or by companies being directly or indirectly controlled by the Company.

The General Meeting shall cast a consultative vote on the compensation report issued by the Board of Directors.

ARTICLE 13: QUALIFIED MAJORITY FOR IMPORTANT RESOLUTIONS

A resolution of the General Meeting passed by at least two thirds of the represented share votes and the absolute majority of the represented shares par value is required for:

1. the cases listed in Article 704 para. 1 CO and in **Article Articles 18, 43, and 64** of the Federal Act on Merger, Demerger, Transformation and Transfer of Assets (Merger Act) dated 3 October 2003;
2. the easement or abolition of the restriction of the transferability of the registered shares;
3. any change to **or the removal of** this Article 13.

ARTICLE 14: INDEPENDENT PROXY

The General Meeting elects an independent proxy. Natural persons as well as legal entities and partnerships are eligible for election.

The term of office of the Independent Proxy ends at **the end of** the next ordinary General Meeting. Re-election is possible. The duties of the Independent Proxy are governed by the relevant statutory provisions.

B. BOARD OF DIRECTORS

ARTICLE 15: ELECTION, TERM OF OFFICE, CONSTITUTION

The Board of Directors shall consist of a minimum of three members. The term of the members of the Board of Directors as well of the Chairman shall correspond to the legally permitted maximum term of one year and shall end at the end of the next ordinary General Meeting.

The Board of Directors appoints the Secretary who does not need to be a shareholder or a member of the Board of Directors.

ARTICLE 16: ULTIMATE DIRECTION, DELEGATION

The Board of Directors is entrusted with the ultimate direction of the Company as well as the supervision of the management. It represents the Company towards third parties and attends to all matters which are not delegated to or reserved for another corporate body of the Company by law, the Articles of Association or the regulations.

The Board of Directors may delegate the management and the representation of the Company wholly or in part to one or several natural persons or members of the Board of Directors. The Board of Directors shall enact the organizational regulations and arrange for the respective contractual relationships.

ARTICLE 17: DUTIES

The Board of Directors has the following non-transferable and irrevocable duties:

1. to ultimately direct the Company and issue the necessary directives;
2. to determine the organization;
3. to organize the accounting, the internal control system (ICS), the financial control and the financial planning as well as to perform a risk assessment;
4. to appoint and recall the persons entrusted with the executive management and representation of the Company and to grant signatory power;

5. to ultimately supervise the persons entrusted with the management, in particular with respect to compliance with the law, the Articles of Association, regulations and directives;
6. to prepare the business report, as well as the General Meeting and to implement the latter's resolutions;
7. to prepare the compensation report;
8. to **inform** file an application for a debt restructuring moratorium and to notify the judge in the event of over-indebtedness;
9. to pass resolutions regarding the subsequent payment of capital with respect to non-fully paid-in shares and regarding the amendments to the Articles of Association entailed thereby;
10. to pass resolutions ~~confirming-increases-in~~ on the change of the share capital ~~regarding the preparation-of-the~~ to the extent that such power is vested in the Board of Directors, confirming changes in the share capital ~~increase-report~~ and regarding the consequential amendments to the Articles of Association ~~entailed thereby~~ (including deletions);
11. to examine compliance with the legal requirements regarding the appointment, election and the professional qualifications of the Auditors;
12. to execute the agreements pursuant to Articles 12, 36 and 70 of the Merger Act.

If the office of the Chairman of the Board of Directors is vacant, the **Human Resources & Remuneration** Committee is not complete or the Company does not have an Independent Proxy, the Board of Directors shall appoint a substitute for the time period until the conclusion of the next ordinary General Meeting that must be - with the exception of the Independent Proxy - a member of the Board of Directors.

ARTICLE 18: ORGANIZATION, MINUTES

The organization of the meetings, the presence quorum and the passing of resolutions of the Board of Directors shall be in compliance with the organizational regulations.

The Chairman shall have the casting vote.

Minutes shall be kept of the deliberations and resolutions of the Board of Directors. The minutes shall be signed by the Chairman and the Secretary of the Board of Directors.

ARTICLE 19: HUMAN RESOURCES & REMUNERATION COMMITTEE

The General Meeting elects all the members to the **Human Resources & Remuneration** Committee from among the Board of Directors, it being understood that the **Human Resources & Remuneration** Committee should consist of at least 2 members. The term of office of the members of the **Human Resources & Remuneration** Committee shall be one year and shall end at the next ordinary General Meeting. Re-election is possible.

The **Human Resources &** Remuneration Committee has the following duties regarding compensation matters:

1. proposals to the full Board of Directors regarding the compensation scheme of the Medacta Group pursuant to the principles of Articles 25 and 26;
2. proposals to the full Board of Directors regarding the determination of compensation-related targets for the executive management;
3. proposals to the full Board of Directors regarding the approval of the individual compensation of the Chairman of the Board of Directors, the other members of the Board of Directors as well as the maximum aggregate compensation of the CEO;
4. proposals to the full Board of Directors regarding the individual compensation (fixed and variable compensation) of the members of the executive management as well as their further terms of employment and titles;
5. proposals to the full Board of Directors regarding amendments to the Articles of Association with respect to the compensation scheme for members of the executive management;
6. proposals to the full Board of Directors regarding mandates pursuant to Article 23 and further additional occupation of the members of the executive management;
7. further duties and responsibilities as provided for in the Articles of Association.

The Board of Directors will provide for possible further duties and responsibilities of the **Human Resources &** Remuneration Committee in the organizational regulations.

C. AUDITORS

ARTICLE 20: DUTY OF AUDIT, ELECTION, APPOINTMENT AND DUTIES OF AUDITORS

The General Meeting shall elect the Auditors pursuant to the provisions of this Article. The Auditors must be registered in the Commercial Register.

The Auditors shall perform a regular audit of the Company's annual financial statements.

The Board of Directors shall monitor compliance with these provisions and nominate for election by the General Meeting such Auditors which meet the respective requirements, in particular, regarding qualification and independence pursuant to the provisions of the CO (Articles 727 et seq.) and the Swiss Audit Supervision Act of 16 December 2005 in the relevant applicable version.

The Auditors' term of office shall be 1 year. It shall end with the approval of the last annual financial accounts. Re-election and revocation **for good cause** are possible at any time.

The Auditors' rights and obligations are those foreseen in Articles 728 et seq. CO.

IV. ANNUAL FINANCIAL STATEMENTS

ARTICLE 21: ANNUAL ACCOUNTS AND CONSOLIDATED FINANCIAL STATEMENTS

The Company prepares its annual report including annual accounts (statutory financial statements) and consolidated financial statements in accordance with applicable law.

The Board of Directors shall determine the start and the end of the Company's business year.

ARTICLE 22: DISTRIBUTION OF PROFITS

Subject to the statutory provisions regarding the distribution of profits, in particular Articles 671 et seq. CO, the profits as shown on the balance sheet may be allocated by the General Meeting at its discretion.

The dividend may only be determined after the transfers foreseen by law to the compulsory reserve funds have been deducted. All dividends unclaimed within a period of five years after their due date shall be forfeited to the Company.

V. COMPENSATION AND RELATED PROVISIONS

ARTICLE 23: PERMITTED ADDITIONAL ACTIVITIES

The members of the Board of Directors may **have carry out** the following **other functions** activities in **the superior management or administrative bodies of legal units obliged to register themselves**-comparable positions in **a Swiss**-other undertakings with commercial **register or a foreign equivalent thereof and objects (including their group)** which are not controlled by the Company, do not control the Company or do not constitute pension funds insuring employees of the Medacta Group:

1. up to 5 (respectively the Chairman of the Board of Directors up to 4) mandates as member of the board of directors or any other superior management or administrative body of publicly traded companies pursuant to Article 727 para. 1 number 1 CO; and, in addition,
2. up to 10 mandates as member of the board of directors or any other superior management or administrative body of companies pursuant to Article 727 para. 1 number 2 CO; and, in addition,
3. up to 20 mandates as member of the board of directors or any other superior management or administrative body of legal entities that do not meet the above mentioned criteria; and, in addition,
4. up to 20 mandates in associations, charity foundations and employee assistance foundations.

With the approval of the **Human Resources & Remuneration Committee**, the members of the executive management may have the following **comparable positions** in other **functions in the superior management or administrative bodies of legal entities obliged to register themselves in a Swiss**-undertakings with commercial **register or a foreign equivalent thereof and**-objects (including their group) which are not

controlled by the Company, do not control the Company or do not constitute pension funds insuring employees of the Medacta Group:

1. up to 1 mandate as member of a board of directors or any other superior management or administrative body of a publicly traded company pursuant to Article 727 para. 1 number 1 CO; and, in addition
2. up to 10 mandates as member of the board of directors or any other superior management or administrative body of other legal entities that do not meet the above mentioned criteria.

With respect to the additional activities of both the members of the Board of Directors and the executive management, mandates in companies that are under uniform control or the same beneficial ownership are deemed one mandate.

ARTICLE 24: AGREEMENTS RELATED TO COMPENSATION FOR MEMBERS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE MANAGEMENT

The mandate agreements of the members of the Board of Directors have a fixed term until the conclusion of the next ordinary General Meeting. Early termination or removals remain reserved.

The employment agreements of the members of the executive management shall in principle be concluded for an indefinite period. If the Board of Directors considers a fixed term appropriate, such fixed term shall not exceed 1 year. With respect to employment agreements entered into for an indefinite period, the maximum notice period must not exceed 12 months.

Non-competition agreements for the time following termination of an employment contract and the associated compensation are permitted to the extent that this is justified from a business perspective. The compensation for such a non-competition obligation ~~may~~ shall not exceed in total the average of the ~~(fixed)~~ compensation paid to the respective member of the executive management during the last three financial years prior to termination.

ARTICLE 25: PRINCIPLES RELATING TO THE COMPENSATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

The compensation of the members of the Board of Directors, which is determined by the full Board of Directors based on the proposal of the Human Resources & Remuneration Committee and subject to and within the limits of the aggregate amounts approved by the General Meeting, comprises compensation paid by the Company and/or a direct or indirect subsidiary of the Company and may consist of a fixed base fee (including a lump sum compensation for expenses) paid in cash and/or awarded in shares, depending on the function in the Board of Directors, the number of committee activities and the functions in the committees. In exceptional cases and subject to and within the limits of the approval by the General Meeting, the members of the Board of Directors may be awarded a performance related compensation.

In case the fee is paid in whole or in part in shares, the Board of Directors shall determine the grant conditions as well as any restriction periods and forfeit conditions.

The members of the Board of Directors providing consulting services to the Company or other group companies in a function other than as members of the Board of Directors may be compensated in cash according to standard market rates subject to approval by the General Meeting.

ARTICLE 26: PRINCIPLES OF COMPENSATION RELATING TO THE MEMBERS OF THE EXECUTIVE MANAGEMENT

The compensation of the members of the executive management, which is determined by the Board of Directors based on the proposal of the **Human Resources &** Remuneration Committee and subject to and within the limits of the aggregate amounts approved by the General Meeting, comprises compensation paid by the Company and/or a direct or indirect subsidiary of the Company and may consist of a:

- A. fixed compensation paid in cash, which consists of the base salary and can also contain other compensation elements and benefits;
- B. variable short-term compensation paid in cash and/or shares; and
- C. variable long-term compensation paid in shares or Equity-linked Rights.

The short-term variable compensation is paid in cash and/or shares and depends on the level of achievement of specific pre-defined targets for a one year performance period. The performance targets may include individual targets, targets of the Company or the group companies and targets in relation to the market, other companies or comparable benchmarks, taking into account position and level of responsibility of the respective member of the executive management. Upon proposal by the **Human Resources &** Remuneration Committee, the Board of Directors is responsible for the selection and weighting of performance targets. The level of the short-term variable compensation is determined by the Board of Directors upon proposal by the **Human Resources &** Remuneration Committee for each member of the executive management as a percentage of the fixed compensation. The performance targets are determined annually for each member of the executive management during the first quarter of the one year performance period by the Board of Directors upon proposal by the **Human Resources &** Remuneration Committee.

Upon recommendation of the **Human Resources &** Remuneration Committee the Board of Directors shall determine the terms and conditions of the long-term variable compensation in one or more plans or regulations. The long-term compensation plan shall be designed to offer members of the executive management and other eligible officers and employees an incentive to further develop their contribution towards the future success of the Company and the creation of shareholder value.

The long-term compensation plans and regulations shall determine in particular the time of allocation/grant, the fair valuation, the applicable blocking, vesting or exercise periods (including their acceleration,

reduction or removal in the event of pre-determined events such as a change of control or the termination of an employment agreement), the maximum award limit of shares or Equity-linked Rights, any claw back mechanism and discount on grant of shares or Equity-linked Rights.

The grant of shares or Equity-linked Rights and/or its vesting shall depend on the achievement of certain conditions spread over one or several financial years (such as continued employment and/or achievement of certain annual or multi-year performance targets of the Company or the group companies and targets in relation to the market, other companies or comparable benchmarks). The Board of Directors shall, upon proposal by the **Human Resources &** Remuneration Committee, determine the performance targets and their relative weight and shall assess the achievement of the performance targets at the end of the performance period. The achievement of the performance targets is generally based on a performance period of several years.

The Company may procure the required shares (including for the compensation to members of the Board of Directors) through purchases in the market or by using its conditional share capital.

The allocation of equity securities or other rights with equity securities as underlying that members of the Board of Directors and members of the executive management receive in their function as shareholders of the Company (e.g. subscription rights within a capital increase or option rights within a capital reduction) shall not be regarded compensation and are not subject to this article [26] or article [25].

No additional compensation shall be awarded for activities in companies that are directly or indirectly controlled by the Company. Article [12 para. 4] remains reserved.

ARTICLE 27: EXPENSES

Expenses that are not covered by the lump sum compensation for expenses pursuant to the expense regulations of the Company are reimbursed against presentation of the relevant receipts. This additional compensation for expenses actually incurred does not need to be approved by the General Meeting.

ARTICLE 28: LOANS, CREDITS, PENSION BENEFITS OTHER THAN FROM OCCUPATIONAL PENSION FUNDS, SECURITIES

The Company shall not grant loans, credits, pension benefits other than from occupational pension funds or securities to **the current or former** members of the Board of Directors or the executive management **or to persons closely associated with** them. Advance payments of fees for lawyers, court fees and similar costs relating to the defence against corporate liability claims up to a maximum amount of CHF 1,000,000 are not subject to this provision.

In principle, there will be no payments to pension funds or similar institutions for the members of the Board of Directors. In exceptional cases, such payments may be made upon request of the **Human Resources &** Remuneration Committee and subject to the approval by the General Meeting if the members in question do not have other insurable income from subordinate employment.

ARTICLE 29: ADDITIONAL AMOUNT OF COMPENSATION FOR NEW MEMBERS OF THE EXECUTIVE MANAGEMENT

If newly appointed ~~or promoted~~ members of the executive management take office after the General Meeting has approved the aggregate maximum amount of compensation of the members of the executive management for the next business year, such newly appointed ~~or promoted~~ members may receive an aggregate compensation in each case of up to 30% of the last aggregate amount of compensation for the executive management approved by the General Meeting.

This additional of compensation amount may only be paid, if the aggregate amount of compensation for the executive management that has been approved by the General Meeting until the next General Meeting is not sufficient to compensate the newly appointed ~~or promoted~~ members. The General Meeting may not vote on this additional amount.

Within this additional amount of compensation, the Company can pay a bonus to compensate a newly joining member of the executive management for incurred disadvantages in connection with the change of employment. If the additional amount is not sufficient enough to compensate for the disadvantages / to pay the bonus, the part of the bonus surpassing the additional amount has to be approved by the next ordinary General Meeting.

VI. LIQUIDATION

ARTICLE 30: DISSOLUTION AND LIQUIDATION

The General Meeting may at any time resolve the dissolution and liquidation of the Company in accordance with the provisions of the law and of the Articles of Association.

The liquidation shall be carried out by the Board of Directors to the extent that the General Meeting has not entrusted the same to other persons.

The liquidation of the Company shall take place in accordance with Articles 742 et seq. CO. The liquidators are authorized to dispose of the assets (including real estate) by way of private contract.

After all debts have been satisfied, the net proceeds shall be distributed among the shareholders in proportion to the amounts paid-in.

VII. INFORMATION

ARTICLE 31: NOTICES AND ANNOUNCEMENTS COMMUNICATIONS TO SHAREHOLDERS

~~The~~ Invitations and communications by the Company to the shareholders may, at the discretion of the Board of Directors, be validly made by publication ~~instrument of the Company is~~ in the Swiss Official Gazette of Commerce, by letter or e-mail to the shareholders' contact details last recorded in the share register. The Board of Directors may designate further means of ~~publication~~ communication.

Notices by the Company to the shareholders and other announcements shall be published in the Swiss Official Gazette of Commerce.

VIII. OPTING-OUT

ARTICLE 32: OPTING-OUT

The duty to submit a public takeover offer pursuant to article 135 of the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading of 19 June 2015 (FMIA) shall be excluded in accordance with article 125 paragraph 3 FMIA.

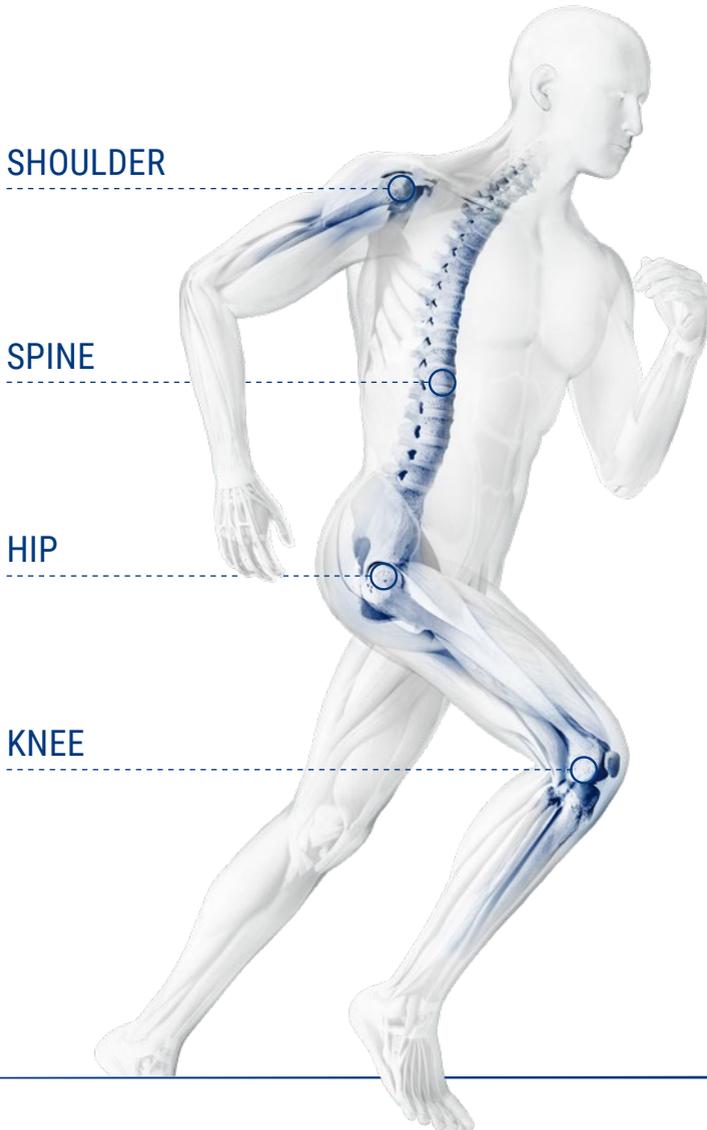
IX. INTERIM PROVISIONS

ARTICLE 33: ACQUISITION IN KIND

The Company acquires by way of contribution in kind 4,016 registered shares of Medacta Holding SA, Castel San Pietro, registration number CHE-174.267.039 at their nominal value of CHF 25.64 each, at a total nominal value of CHF 102,970.24, accepted by the Company for CHF 102,970.24 (contribution in kind agreement of 12 December 2018) together with CHF 97,029.76 in cash, both made by Alberto Osvaldo Luigi Siccardi and fully accounted to the share capital, against issuance of 2,000,000 registered shares at a nominal value of CHF 0.10 each, for a total nominal value of CHF 200,000.

Lugano, 27 April 2023

From minimally invasive surgery to
Personalized Medicine and beyond



AN DIE AKTIONÄRE DER MEDACTA GROUP AG

Einladung zur ordentlichen Generalversammlung

Castel San Pietro, 29. März 2023

Die ordentliche Generalversammlung der Medacta Group AG, Castel San Pietro, Schweiz findet statt am **Donnerstag, 27. April 2023 um 09.00 Uhr im Hotel Splendide Royal, Riva Antonio Caccia 7, Lugano.**

Der Verwaltungsrat freut sich, zum ersten Mal seit der Kotierung an der SIX Swiss Exchange die Aktionäre der Gesellschaft persönlich zu begrüßen.

Die Aktionäre können sich für eine persönliche Teilnahme an der Generalversammlung anmelden, sie können aber auch dem **unabhängigen Stimmrechtsvertreter oder einem Dritten** (der kein Aktionär sein muss) eine Vollmacht und entsprechende Stimminstruktionen erteilen, gemäss den Anweisungen und innerhalb der Fristen, die in den organisatorischen Hinweisen am Ende dieser Einladung aufgeführt sind.

Die Aktionäre haben die Möglichkeit, dem Verwaltungsrat im Vorfeld zur Generalversammlung Fragen zu den Traktanden per E-Mail an investor.relations@medacta.ch zu übermitteln.

Der Verwaltungsrat dankt den Aktionären für ihr Vertrauen und freut sich, Sie in Lugano zu treffen.

Medacta Group AG

Alberto Siccardi

Präsident des Verwaltungsrats



Francesco Siccardi

Group CEO



TRAKTANDEN UND ANTRÄGE DES VERWALTUNGSRATS

(deutsche Übersetzung der verbindlichen italienischen Fassung)

1. GENEHMIGUNG DES LAGEBERICHTS, DER JAHRESRECHNUNG, DER KONZERNRECHNUNG UND KONSULTATIVABSTIMMUNG ÜBER DEN VERGÜTUNGSBERICHT FÜR DAS GESCHÄFTSJAHR 2022

1.1 GENEHMIGUNG DES LAGEBERICHTS, DER JAHRESRECHNUNG UND DER KONZERNRECHNUNG FÜR DAS GESCHÄFTSJAHR 2022

Antrag: Der Verwaltungsrat beantragt, den Lagebericht, die Jahresrechnung und die Konzernrechnung jeweils für das Geschäftsjahr 2022 zu genehmigen.

Begründung: Gemäss Art. 698 Abs. 2 Ziff. 3 und 4 des Schweizerischen Obligationenrechts (OR) ist die Generalversammlung für die Genehmigung des Lageberichts, der Jahresrechnung und der Konzernrechnung zuständig. Der Geschäftsbericht mit dem Lagebericht, der Jahresrechnung und Konzernrechnung, jeweils für das Geschäftsjahr 2022 sind online unter www.medacta.ch im Bereich "Investors" abrufbar.

1.2 KONSULTATIVABSTIMMUNG ÜBER DEN VERGÜTUNGSBERICHT 2022

Antrag: Der Verwaltungsrat beantragt, den Vergütungsbericht 2022 in einer Konsultativabstimmung zu genehmigen.

Begründung: Der Vergütungsbericht beschreibt die Governance und Grundsätze der Vergütungen und enthält Informationen über die an den Verwaltungsrat und die Konzernleitung der Medacta Group gewährten Vergütungen. Gemäss Art. 12 Abs. 6 der Statuten unterbreitet der Verwaltungsrat den Vergütungsbericht der Generalversammlung für eine Konsultativabstimmung.

2. GENEHMIGUNG DER VERWENDUNG DES BILANZGEWINNS PER 31. DEZEMBER 2022 UND AUSSCHÜTTUNG EINER ORDENTLICHEN DIVIDENDE SOWIE VON KAPITALEINLAGERESERVEN DER MEDACTA GROUP AG

Der Verwaltungsrat beantragt der Generalversammlung die **Ausschüttung von total CHF 10'778'478 (CHF 0.54 pro dividendenberechtigte Aktie)**¹ brutto, wovon die Hälfte aus dem verfügbaren Bilanzgewinn und die Hälfte aus bestehenden Kapitaleinlagereserven ausgeschüttet werden. Die Auffassung der Eidgenössischen Steuerverwaltung lautet, dass Ausschüttungen aus Kapitaleinlagereserven im vorgeschlagenen Ausmass, ohne Abzug der schweizerischen Verrechnungssteuer vorgenommen werden können. Die von der Medacta Group AG gehaltenen eigenen Aktien (39'857 Aktien am 31. Dezember 2022) sind nicht zur Ausschüttung der Dividende und der Kapitaleinlagereserven berechtigt und sind nicht im oben genannten Betrag berücksichtigt. Es wird vorgeschlagen, den gesamten verbleibenden Bilanzgewinn sowie die verbleibenden Kapitaleinlagereserven auf neue Rechnung vorzutragen.

¹Diese Zahlen basieren auf dem per 31. Dezember 2022 ausstehenden und im Umlauf befindlichen Aktienkapital und können sich je nach der Anzahl der am 3. Mai 2023 (Registrierungsdatum) ausstehenden und im Umlauf befindlichen Aktien ändern.

2.1 VORSCHLAG ZUR VERWENDUNG DES VERFÜGBAREN BILANZGEWINNS

Per 31. Dezember 2022 beläuft sich der verfügbare Bilanzgewinn der Medacta Group AG auf:

Gewinnvortrag	CHF 38'312'165
Jahresgewinn der Medacta Group AG	CHF 14'731'878
Verfügbarer Bilanzgewinn	CHF 53'044'043

Antrag: Der Verwaltungsrat beantragt folgende Verwendung des verfügbaren Bilanzgewinns:

Dividendenausschüttung aus Bilanzgewinn	(CHF 5'389'239)
Vortrag Bilanzgewinn auf neue Rechnung	CHF 47'654'804

Begründung: Gemäss Art. 698 Abs. 2 Ziff. 4 OR ist die Generalversammlung für die Beschlussfassung über die Verwendung des Bilanzgewinnes und die Ausschüttung einer Dividende zuständig. Der Vorschlag für die Verwendung des Bilanzgewinns wird von der Revisionsstelle geprüft und stützt sich auf die geprüfte Jahresrechnung, die unter Traktandum 1.1 zur Genehmigung vorgeschlagen wird.

2.2 VORSCHLAG ZUR VERWENDUNG DER KAPITALEINLAGERESERVEN

Per 31. Dezember 2022 belaufen sich die Kapitaleinlagereserven der Medacta Group AG auf:

Vortrag von Kapitaleinlagereserven	CHF 18'170'836
Total Kapitaleinlagereserven	CHF 18'170'836

Antrag: Der Verwaltungsrat schlägt folgende Verwendung der Kapitaleinlagereserven gemäss Bilanz vor:

Ausschüttung von Kapitaleinlagereserven	(CHF 5'389'239)
Vortrag von Kapitaleinlagereserven auf neue Rechnung	CHF 12'781'597

Begründung: Gemäss Art. 698 Abs. 6 Ziff. 4 OR ist die Generalversammlung für die Beschlussfassung über die Rückzahlung von gesetzlichen Kapitalreserven zuständig. Unter der Voraussetzung, dass die vorgeschlagenen Ausschüttungen der Dividende und der Kapitaleinlagereserven genehmigt werden, erfolgen die Auszahlungen am 4. Mai 2023 an die Aktionäre mit Registrierungsdatum am 3. Mai 2023. Die Aktien werden ab dem 2. Mai 2023 Ex-Dividende gehandelt. Entsprechend ist der letzte Tag, an welchem die Aktien mit Anrecht auf Auszahlung der Dividende und der Kapitaleinlagereserve gehandelt werden, das CUM Datum 28. April 2023.

3. ENTLASTUNG DES VERWALTUNGSRATS UND DER KONZERLEITUNG

Antrag: Der Verwaltungsrat beantragt, den Mitgliedern des Verwaltungsrats und der Konzernleitung für ihre Tätigkeiten im Geschäftsjahr 2022 Entlastung zu erteilen.

Begründung: Gemäss Art. 698 Abs. 2 Ziff. 7 OR ist die Entlastung der verantwortlichen Organe von Gesetzes wegen eine unübertragbare Befugnis der Generalversammlung.

4. WAHL DER MITGLIEDER DES VERWALTUNGSRATS

Die Amtszeit aller Mitglieder des Verwaltungsrats endet mit der Generalversammlung 2023. Alle derzeitigen Mitglieder stehen zur Wiederwahl zur Verfügung. Alle Wahlen werden einzeln durchgeführt.

Antrag: Der Verwaltungsrat beantragt die Wiederwahl in den Verwaltungsrat von:

- 4.1 Alberto Siccardi, als Mitglied
- 4.2 Maria Luisa Siccardi Tonolli, als Mitglied
- 4.3 Victor Balli, als Mitglied
- 4.4 Riccardo Braglia, als Mitglied
- 4.5 Philippe Weber, als Mitglied

jeweils für eine Amtszeit von einem Jahr, welche mit der ordentlichen Generalversammlung der Medacta Group AG für das Geschäftsjahr 2023 endet.

Begründung: Gemäss Art. 698 Abs. 2 Ziff. 2 OR ist die Generalversammlung für die Wahl der Mitglieder des Verwaltungsrates zuständig. Alle vorgeschlagenen Personen stehen zur Wiederwahl zur Verfügung. Ein Curriculum vitae von allen Mitgliedern des Verwaltungsrates ist im Abschnitt "Corporate Governance" im Geschäftsbericht 2022 enthalten und ist online unter www.medacta.ch im Bereich "Investors" abrufbar.

5. WAHL DES PRÄSIDENTEN DES VERWALTUNGSRATES

Antrag: Vorbehaltlich seiner Wahl als Mitglied des Verwaltungsrats unter Traktandum 4.1 beantragt der Verwaltungsrat die Wahl von Alberto Siccardi als Präsidenten des Verwaltungsrates für eine Amtszeit von einem Jahr, welche mit der ordentlichen Generalversammlung der Medacta Group AG für das Geschäftsjahr 2023 endet.

Begründung: Gemäss Art. 698 Abs. Abs. 3 Ziff. 1 OR ist die Generalversammlung für die Wahl des Präsidenten des Verwaltungsrates zuständig. Alberto Siccardi steht zur Wiederwahl zur Verfügung.

6. WAHL DER MITGLIEDER DES VERGÜTUNGS-AUSSCHUSSES

Die Amtszeit aller Mitglieder des Vergütungsausschusses endet mit der ordentlichen Generalversammlung 2023.

Antrag: Der Verwaltungsrat beantragt die Wiederwahl in den Vergütungsausschuss von:

- 6.1 Philippe Weber, als Mitglied
- 6.2 Riccardo Braglia, als Mitglied

jeweils für eine Amtszeit von einem Jahr, welche mit der ordentlichen Generalversammlung der Medacta Group AG für das Geschäftsjahr 2023 endet.

Begründung: Gemäss Art. 698 Abs. 3 Ziff. 2 OR ist die Generalversammlung für die Wahl der Mitglieder des Vergütungsausschusses zuständig. Alle vorgeschlagenen Personen stehen zur Wiederwahl zur Verfügung. Der Verwaltungsrat beabsichtigt, vorbehaltlich seiner Wiederwahl als Mitglied des Vergütungsausschusses, Dr. Philippe Weber als Präsidenten des Vergütungsausschusses zu ernennen. Im Traktandum 10.3 ist vorgeschlagen, den Vergütungsausschuss (aktuell "Remuneration Committee") in "Human Resources & Remuneration Committee" umzubenennen.

7. WAHL DES UNABHÄNGIGEN STIMMRECHTSVERTRETERS

Antrag: Der Verwaltungsrat beantragt die Wiederwahl von Fulvio Pelli, Rechtsanwalt, als unabhängiger Stimmrechtsvertreter für eine Amtszeit von einem Jahr, welche mit der ordentlichen Generalversammlung der Medacta Group AG für das Geschäftsjahr 2023 endet.

Begründung: Gemäss Art. 698 Abs. 3 Ziff. 3 OR ist die Generalversammlung für die Wahl des unabhängigen Stimmrechtsvertreter zuständig. Fulvio Pelli entspricht den rechtlichen Vorgaben und steht zur Wiederwahl zur Verfügung.

8. WAHL DER REVISIONSSTELLE

Antrag: Der Verwaltungsrat beantragt die Wiederwahl von der Deloitte AG als Revisionsstelle der Medacta Group AG für die Amtsdauer von einem Jahr, welche mit der Generalversammlung für das Geschäftsjahr 2023 endet.

Begründung: Gemäss Art. 698 Abs. 2 Ziff. 2 OR ist die Generalversammlung für die Wahl der Revisionsstelle zuständig. Die Deloitte AG entspricht den rechtlichen Vorgaben und steht zur

Wiederwahl zur Verfügung.

9. ABSTIMMUNGEN ÜBER DIE VERGÜTUNGEN DER MITGLIEDER DES VERWALTUNGSRATS UND DER MITGLIEDER DER KONZERNLEITUNG

Der Verwaltungsrat beantragt die Genehmigung der maximalen Gesamtvergütung für die Mitglieder des Verwaltungsrats und der Konzernleitung.

Die Gesamtvergütungen für die Mitglieder des Verwaltungsrats sowie der Konzernleitung umfassen alle Sozialversicherungs und Pensionskassenbeiträge der Mitglieder des Verwaltungsrats bzw. der Konzernleitung.

Weitere Informationen zum Vergütungssystem sowie die Details zur Vergütungen der Mitglieder des Verwaltungsrates und der Konzernleitung finden Sie im Geschäftsbericht 2022, welcher den Vergütungsbericht einschliesst und im Bereich "Investors" unter www.medacta.ch abrufbar ist.

9.1 GENEHMIGUNG DER VERGÜTUNGEN DER MITGLIEDER DES VERWALTUNGSRATS

a) Genehmigung der maximalen Gesamtvergütung der Mitglieder des Verwaltungsrats (Art. 12 (1) der Statuten)

Antrag: Der Verwaltungsrat schlägt vor, die maximale Gesamtvergütung für den Verwaltungsrat von CHF 1'100'000 zu genehmigen, welche den Zeitraum von der jetzt einberufenen Generalversammlung bis zur Generalversammlung für das Geschäftsjahr 2023 abdeckt.

Begründung: Gemäss Art. 698 Abs. 3 Ziff. 4 OR und Art. 12 Ziff. 1 der Statuten ist die Generalversammlung für die Genehmigung der Vergütung des Verwaltungsrates zuständig. Die Grundsätze für die Vergütung des Verwaltungsrats sind in Art. 25 der Statuten geregelt. Einzelheiten zu den Vergütungen des Verwaltungsrats finden sich im Vergütungsbericht, der im Geschäftsbericht 2022 enthalten ist und im Internet unter www.medacta.ch im Bereich "Investors" abrufbar ist. Die Gesamtbeträge der Vergütungen für die Mitglieder des Verwaltungsrats beinhalten alle Sozialversicherungs und Pensionskassenbeiträge der Mitglieder des Verwaltungsrats. Der zur Genehmigung vorgeschlagene maximale Gesamtbetrag basiert auf der Annahme, dass der Verwaltungsrat nach der Generalversammlung aus fünf Mitgliedern bestehen wird.

b) Genehmigung der Vergütung für Beratungsleistungen der Mitglieder des Verwaltungsrats (Art. 25 (3) der Statuten)

Antrag: Der Verwaltungsrat schlägt die Genehmigung des Betrags von CHF 150'000 als maximale Gesamtvergütung für Beratungsleistungen von Mitgliedern des Verwaltungsrats für den Zeitraum von der jetzt einberufenen ordentlichen Generalversammlung bis zur ordentlichen Generalversammlung für das Geschäftsjahr 2023 vor.

Begründung: Gemäss Art. 25 Abs. 3 der Statuten ist die Generalversammlung zuständig für die Genehmigung der Entschädigung für Beratungsdienstleistungen der Mitglieder des Verwaltungsrats. Einzelheiten zu den Vergütungen des Verwaltungsrats finden sich im Vergütungsbericht, der im Geschäftsbericht 2022 enthalten ist und im Internet unter www.medacta.ch im Bereich "Investors" abrufbar ist.

9.2 GENEHMIGUNG DER MAXIMALEN GESAMTVERGÜTUNGEN DER MITGLIEDER DER KONZERNLEITUNG

a) Genehmigung der maximalen fixen Gesamtvergütung der Mitglieder der Konzernleitung für das Geschäftsjahr 2024

Antrag: Der Verwaltungsrat beantragt, für das Geschäftsjahr 2024 eine maximale fixe Gesamtvergütung von CHF 1'200'000 für die Mitglieder der Konzernleitung zu genehmigen.

Begründung: Gemäss Art. 12 Ziffer 2 der Statuten ist die Generalversammlung zuständig für die Genehmigung der maximalen fixen Gesamtvergütung der Konzernleitung, die im folgenden Geschäftsjahr, d.h. im Geschäftsjahr 2024, ausbezahlt werden kann. Die Grundsätze der Vergütung der Konzernleitung sind in Art. 26 der Statuten und im Vergütungsbericht beschrieben, der im Jahresbericht 2022 enthalten ist und im Internet unter www.medacta.ch im Bereich "Investors" abrufbar ist. Der vorgeschlagene Betrag von CHF 1'200'000 wurde auf der Grundlage des im Vergütungsbericht 2022 offengelegten Vergütungsrahmens für die Mitglieder der Konzernleitung berechnet. Der vorgeschlagene Betrag bleibt im Vergleich zum Gesamtbetrag, der von der ordentlichen Generalversammlung 2022 für das Geschäftsjahr 2023 genehmigt wurde, unverändert. Der zur Genehmigung vorgeschlagene Höchstbetrag basiert auf der Annahme, dass die Konzernleitung nach der Generalversammlung aus drei Mitgliedern bestehen wird.

b) Genehmigung der maximalen variablen kurzfristigen Gesamtvergütung der Konzernleitung für das Geschäftsjahr 2022

Antrag: Der Verwaltungsrat beantragt, für die Mitglieder der Konzernleitung für das Geschäftsjahr 2022 eine maximale variable kurzfristige Gesamtvergütung einschliesslich Sozialabgaben in Höhe von CHF 1'350'000 zu genehmigen.

Begründung: Gemäss Art. 12 Ziff. 3 der Statuten ist die Generalversammlung zuständig für die Genehmigung des maximalen Gesamtbetrags der variablen kurzfristigen Vergütung für die Konzernleitung, der für das letzte abgeschlossene Geschäftsjahr, d.h. das Geschäftsjahr 2022, ausbezahlt oder zugeteilt werden kann. Die Grundsätze der Vergütung für die Konzernleitung sind in Art. 26 der Statuten und im Vergütungsbericht beschrieben, der im Jahresbericht 2022 enthalten ist und im Internet unter www.medacta.ch im Bereich "Investors" abrufbar ist. Der vorgeschlagene Betrag von CHF 1'350'000 wurde auf der Grundlage des im Vergütungsbericht 2022 offengelegten Vergütungsrahmens für die Mitglieder der Konzernleitung berechnet. Der

vorgeschlagene Betrag bleibt im Vergleich zum Gesamtbetrag, der von der Generalversammlung 2022 für das Geschäftsjahr 2021 genehmigt wurde, unverändert.

c) Genehmigung der maximalen variablen langfristigen Gesamtvergütung der Konzernleitung für das Geschäftsjahr 2024

Antrag: Der Verwaltungsrat beantragt, für das Geschäftsjahr 2024 eine maximale langfristige Gesamtvergütung von CHF 800'000 für die Mitglieder der Konzernleitung zu genehmigen.

Begründung: Gemäss Art. 12 Ziff. 4 der Statuten ist die Generalversammlung zuständig für die Genehmigung der maximalen langfristigen variablen Gesamtvergütung der Konzernleitung, die im folgenden Geschäftsjahr, d.h. im Geschäftsjahr 2024, ausgerichtet werden kann. Die Grundsätze der Vergütung der Konzernleitung sind in Art. 26 der Statuten und im Vergütungsbericht beschrieben, der im Geschäftsbericht 2022 enthalten ist und online unter www.medacta.ch im Bereich "Investors" abrufbar ist. Der vorgeschlagene Betrag von CHF 800'000 wurde auf der Grundlage des im Vergütungsbericht 2022 offengelegten Vergütungsrahmens für die Mitglieder der Konzernleitung berechnet. Der vorgeschlagene Betrag bleibt im Vergleich zum Gesamtbetrag, der von der Generalversammlung 2022 für das Geschäftsjahr 2023 genehmigt wurde, unverändert. Der zur Genehmigung vorgeschlagene Höchstbetrag basiert auf der Annahme, dass die Konzernleitung nach der Generalversammlung aus drei Mitgliedern bestehen wird.

10. STATUTENÄNDERUNG

Vorbemerkungen: Der Verwaltungsrat beantragt die Statuten der Medacta Group AG zu ändern, insbesondere um sie an das revidierte schweizerische Aktienrecht anzupassen, das am 1. Januar 2023 in Kraft getreten ist. Der Wortlaut der zur Änderung vorgeschlagenen Statutenbestimmungen findet sich im Anhang zu dieser Einladung als Gegenüberstellung des bisherigen und des neuen Wortlauts der zu ändernden Artikel. Die vorgeschlagenen Änderungen sind markiert. Der Anhang ist im Internet unter www.medacta.ch in der Rubrik "Investoren" abrufbar und bildet auch einen Bestandteil der im Schweizerischen Handelsamtsblatt (SHAB) publizierten Einladung.

10.1 STATUTENANPASSUNGEN BETREFFEND BEDINGTES AKTIENKAPITAL UND AKTIENREGISTER

Antrag: Der Verwaltungsrat beantragt, die Artikel 3a und 5 der Statuten wie im Anhang zu dieser Einladung aufgeführt zu ändern.

Begründung: Gemäss Art. 653b Abs. 1 Ziff. 4 OR müssen die Statuten bei einer Kapitalerhöhung aus bedingtem Kapital eine Einschränkung oder Aufhebung des Bezugsrechts der bisherigen Aktionäre enthalten, sofern ihnen nicht die Optionsrechte zugeteilt werden. Gemäss Art. 653b Abs. 1 Ziff. 7 OR müssen die Statuten ferner die Form der Ausübung der Wandel oder Optionsrechte und des Verzichts auf diese Rechte festlegen. Nach dem neuen schweizerischen Aktienrecht

können die Statuten jetzt auch elektronische Mittel für die Ausübung solcher Rechte vorsehen. Mit der Änderung von Art. 3a Abs. 1 und der Einführung eines neuen Art. 3a Abs. 3 sollen diese neuen Anforderungen in den Statuten umgesetzt werden. Gemäss Art. 685d Abs. 2 OR kann die Gesellschaft bei börsenkotierten Namenaktien die Aufnahme eines Erwerbers als Aktionär verweigern, wenn dieser auf Verlangen der Gesellschaft nicht erklärt, dass er die Aktien in eigenem Namen und auf eigene Rechnung erworben hat, dass keine Vereinbarung über die Rücknahme und Rückgabe entsprechender Aktien besteht und dass er das mit den Aktien verbundene wirtschaftliche Risiko trägt. Der Verwaltungsrat schlägt vor, die Grundlage für die Beschränkung der Übertragbarkeit der Aktien gemäss neuem Art. 685d Abs. 2 OR einzuführen. Mit der Änderung von Art. 5 Abs. 2 und 3 der Statuten sollen den neuen Anforderungen von Art. 685d Abs. 2 OR vollumfänglich Rechnung getragen werden.

10.2 STATUTENANPASSUNGEN BETREFFEND DIE RECHTE DER AKTINOÄRE UND DIE GENERALVERSAMMLUNG

Antrag: Der Verwaltungsrat beantragt, die Artikel 6, 7, 8, 9, 11, 13 und 14 der Statuten gemäss Anhang zu dieser Einladung zu ändern.

Erläuterungen: Gemäss Art. 701a OR entscheidet der Verwaltungsrat über den Tagungsort der Generalversammlung. Durch die Wahl des Tagungsortes darf für keinen Aktionär die Ausübung seiner Rechte im Zusammenhang mit der Generalversammlung in unsachlicher Weise erschwert werden. Die Generalversammlung kann auch an mehreren Orten gleichzeitig abgehalten werden. In diesem Fall müssen die Stimmen der Teilnehmer unmittelbar in Bild und Ton an alle Versammlungsorte übertragen werden. Gemäss Art. 701b OR kann die Generalversammlung auch im Ausland abgehalten werden, wenn die Statuten dies zulassen und der Verwaltungsrat in der Einberufung einen unabhängigen Stimmrechtsvertreter bezeichnet. Die Änderung von Art. 7 Abs. 1 der Statuten soll den neuen Bestimmungen Rechnung tragen und die notwendige statutarische Grundlage für die Durchführung von Generalversammlungen an ausländischen Orten schaffen.

Das neue Aktienrecht ermöglicht die Teilnahme an Generalversammlungen auf elektronischem Weg. Gemäss Art. 701c OR kann der Verwaltungsrat vorsehen, dass Aktionäre, die nicht am Ort der Generalversammlung anwesend sind, die Möglichkeit haben, ihre Rechte elektronisch auszuüben ("hybride Generalversammlung"). Gemäss Art. 701d Abs. 1 OR wird es zudem möglich sein, eine Generalversammlung ohne physischen Ort (d.h. ausschliesslich auf elektronischem Weg; "virtuelle Generalversammlung") abzuhalten, sofern die Statuten dies zulassen und der Verwaltungsrat in der Einberufung einen unabhängigen Stimmrechtsvertreter bezeichnet hat. Mit der Einführung des neuen Art. 7 Abs. 2 der Statuten soll die notwendige statutarische Grundlage für die Durchführung von virtuellen Generalversammlungen geschaffen werden.

Das neue Aktienrecht stärkt die Rechte der Aktionäre weiter – insbesondere auch im Zusammenhang mit der Durchführung von Generalversammlungen und der Einreichung von Traktanden und Anträgen – und die Vorschriften über die Vorbereitung und Durchführung von Generalversammlungen werden modernisiert und an die heutigen technischen Möglichkeiten angepasst. In diesem Zusammenhang wird vorgeschlagen, folgende bestehende Bestimmungen der Statuten zu ändern: Art. 6 (Kompetenzen), Art. 7 Abs. 3 (Versammlungen), Art. 8 (Einberufung), Art. 9 (Tagesordnung), Art. 11 (Beschlüsse), Art. 13 (qualifizierte Mehrheit für wichtige Beschlüsse) und Art. 14 (unabhängiger Stimmrechtsvertreter).

10.3 STATUTENANPASSUNGEN BETREFFEND VERWALTUNGSRAT UND ORGANISATION

Antrag: Der Verwaltungsrat beantragt, die Artikel 6, 11, 17, 19, 20, 23, 25, 26 und 31 der Statuten wie im Anhang zu dieser Einladung aufgeführt zu ändern.

Erläuterungen: Das neue Aktienrecht erweitert den Katalog der unübertragbaren und unentziehbaren Aufgaben des Verwaltungsrates leicht. Die Änderungen in Art. 17 Abs. 1 Ziff. 8 und 10 der Statuten sollen die unübertragbaren und unentziehbaren Aufgaben des Verwaltungsrats gemäss dem neuen Aktienrecht widerspiegeln.

Um die Stellung der Revisionsstelle (und der Minderheitsaktionäre, die sich auf die Revisionsstelle verlassen) unter dem neuen OR zu stärken, ist gemäss Art. 730a Abs. 4 OR die Abberufung der Revisionsstelle nur noch aus wichtigem Grund möglich. Die Änderung von Art. 20 Abs. 4 der Statuten soll diese neue Bestimmung umsetzen.

Nach dem neuen Aktienrecht müssen alle gesetzlich vorgeschriebenen Bekanntmachungen an Dritte (z.B. an die Gläubiger der Gesellschaft) im Schweizerischen Handelsamtsblatt (SHAB) erfolgen. Da solche Bekanntmachungen ohnehin von Gesetzes wegen im SHAB zu veröffentlichen sind, muss das SHAB in den Statuten nicht nochmals explizit als Publikationsorgan für Bekanntmachungen an Dritte erwähnt werden. Der zwingende Inhalt der Statuten soll deshalb nur noch die Form der Kommunikation zwischen der Gesellschaft und ihren Aktionären enthalten. Damit ist auch festgelegt, in welcher Form die Generalversammlung einzuberufen ist. Art. 8 und 31 der Statuten sollen entsprechend angepasst werden.

Weiter beantragt der Verwaltungsrat die Umbenennung des Vergütungsausschusses in "Human Resources & Remuneration Committee". Die Zuständigkeiten des Human Resources & Remuneration Committee bleiben unverändert. Der Name des Ausschusses in Art. 6, 11, 17, 19, 23, 25 und 26 der Statuten soll entsprechend geändert werden

10.4 STATUTENANPASSUNGEN BETREFFEND DIE VERGÜTUNGSBESTIMMUNGEN IM ZUSAMMENHANG MIT DEM NEUEN SCHWEIZERISCHEN AKTIENRECHT

Antrag: Der Verwaltungsrat beantragt, die Artikel 23, 24, 28 und 29 der Statuten wie im Anhang zu dieser Einladung aufgeführt zu ändern.

Erläuterungen: Mit dem neuen Aktienrecht wurden die Bestimmungen über die Anzahl der zulässigen externen Mandate, welche die Mitglieder des Verwaltungsrats und der Geschäftsleitung wahrnehmen dürfen, neu definiert (vgl. Art. 626 Abs. 2 Ziff. 1 OR). Ausserdem wurden die Mandate in diesem Zusammenhang neu definiert. Diese Änderungen werden mit der Änderung von Art. 23 Abs. 1 und 2 der Statuten übernommen.

Gemäss Art. 735c Ziff. 2 OR sind Entschädigungen an amtierende und ehemalige Mitglieder der Geschäftsleitung für Konkurrenzverbote unzulässig, soweit sie die durchschnittliche Entschädigung des betreffenden Mitglieds während der letzten drei Geschäftsjahre übersteigen. Art. 24 Abs. 3 der Statuten ist entsprechend zu ändern.

Art. 735c Ziff. 7 und 8 OR nennen die unzulässigen Vergütungen an gegenwärtige und frühere Mitglieder des Verwaltungsrates und der Geschäftsleitung oder an ihnen nahestehende Personen. Art. 28 Abs. 1 der Statuten wird an die neuen Bestimmungen angepasst.

Art. 735a OR schränkt die Verwendung des Zusatzbetrags auf neue Mitglieder der Geschäftsleitung ein. Eine Verwendung für Beförderungen innerhalb der Geschäftsleitung ist nicht mehr zulässig. Art. 29 Abs. 1 und 2 der Statuten müssen entsprechend angepasst werden

ORGANISATORISCHE HINWEISE

Aktionäre können sich für eine persönliche Teilnahme an der ordentlichen Generalversammlung anmelden oder auch ihr Stimmrecht ausüben, indem sie dem unabhängigen Stimmrechtsvertreter oder einem Dritten (welcher nicht Aktionär zu sein braucht) eine Vollmacht und entsprechende Stimminstruktionen erteilen, entweder durch Rücksendung des Vollmachtsformulars mit Instruktionen oder durch Online-Ausübung ihrer Stimmrechte.

DOKUMENTATION

Der vollständige Geschäftsbericht 2022 einschliesslich des Vergütungsberichts und dem Bericht der Revisionsstelle steht online in Englisch unter „Investors“ auf www.medacta.ch sowie am Sitz der Medacta Group AG zur Verfügung. Der gedruckte Geschäftsbericht in englischer Sprache wird den Aktionären auf Anfrage zugesandt.

REGISTRIERUNGSDATUM UND STIMMKARTEN

Nur Aktionäre, welche am 24. April 2023, 17.00 (MESZ) im Aktienregister als stimmberechtigte eingetragen sind, sind berechtigt, ihr Stimmrecht auszuüben. Vom 24. April 2023, 17.00 (MESZ) bis einschliesslich

27. April 2023 werden keine Einträge in das Aktienregister vorgenommen, welche ein Stimmrecht an der Generalversammlung begründen würden. Aktionäre, die vor der ordentlichen Generalversammlung einen Teil oder alle ihre Aktien verkaufen, sind insoweit nicht mehr stimmberechtigt. Sie können sich bis zum 24. April 2023, 17.00 Uhr (MESZ) schriftlich oder elektronisch zur Generalversammlung anmelden. Hinweise dazu finden Sie im beiliegenden Anmeldeformular. Ab dem 25. April 2023 werden den Aktionären, die sich zur Generalversammlung angemeldet haben, die Zutritts und Stimmkarten per Post zugestellt. Informationen zu den Abstimmungsergebnissen der Generalversammlung werden im Anschluss an die Generalversammlung per Medienmitteilung veröffentlicht und sind unter www.medacta.ch im Bereich "Investors" abrufbar.

ANTWORTFORMULAR UND REGISTRIERUNG

Der Einladung an die Aktionäre ist das Anmelde und Vollmachtsformular beigelegt, das zur Erteilung einer Vollmacht an den unabhängigen Stimmrechtsvertreter, Rechtsanwalt Fulvio Pelli, oder an einen Drittvertreter verwendet werden kann.

Aktionäre, die eine Vollmacht erteilen möchten, werden gebeten, das Vollmachtsformular auszufüllen, zu unterschreiben und bis spätestens 25. April 2023 um 11.59 Uhr (Eingangsdatum) an folgende Adresse zu senden: Medacta Group AG, c/o SisWare AG, Militärstrasse 3, CH-6467 Schattdorf. Alternativ können die Aktionäre dem unabhängigen Stimmrechtsvertreter ihre Vollmacht erteilen, indem sie ihr Stimmrecht online ausüben und dabei ihren persönlichen Stimmrechtscode verwenden, der im Anmelde und Vollmachtsformular angegeben ist. Das Anmelde und Vollmachtsformular liegt der zugesandten Einladung bei. Die Online-Abstimmungsfrist endet am 25. April 2023 um 11.59 Uhr. Aktionäre, die ihr Stimmrecht online ausüben, werden gebeten, ihr Anmelde und Vollmachtsformular nicht zusätzlich per Post zurückzusenden.

FRAGEN DER AKTIONÄRE BETREFFEND TRAKTANDEN

Die Aktionäre haben die Möglichkeit, bis zum 21. April 2023 per E-Mail an investor.relations@medacta.ch Fragen an den Verwaltungsrat zu den Traktanden zu stellen. Der Verwaltungsrat wird diese anlässlich der ordentlichen Generalversammlung selbst beantworten. Medacta behält sich vor, Fragen gemeinsam oder einzeln zu beantworten, eventuell unter Nennung des Namens des Aktionärs, welcher die Frage gestellt hat. Medacta Group AG, als Data Controller, wird alle Sie betreffenden personenbezogenen Daten gemäss den geltenden Datenschutzgesetzen und in Übereinstimmung mit der Medacta-Datenschutzrichtlinie verarbeiten, die unter <https://www.medacta.com/EN/privacy-policy> verfügbar ist.

ANHANG: DETAILS ZU DEN ÄNDERUNGEN DER STATUTEN

Es folgt eine Gegenüberstellung des alten und neuen Wortlauts der Statutenbestimmungen in englischer Sprache. Die Statuten bestehen aus einer italienischen und einer englischen Fassung. Die italienische Fassung der Statuten ist die massgebliche Fassung und liegt der italienischen Fassung der Einladung zur Generalversammlung bei, die online im Bereich "Investoren" unter www.medacta.com abrufbar ist.

ARTICLES OF ASSOCIATION*

of

Medacta Group SA
(Medacta Group Ltd)
(Medacta Group AG)

I. GENERAL PROVISIONS

ARTICLE 1: CORPORATE NAME, REGISTERED OFFICE

Under the corporate name

Medacta Group SA
(Medacta Group Ltd)
(Medacta Group AG)

a Company exists pursuant to Articles 620 et seq. of the Swiss Code of Obligations ("CO") having its registered office in Castel San Pietro. The duration of the Company is unlimited.

ARTICLE 2: PURPOSE

The purpose of the Company is to indirectly or directly acquire, hold and manage investments in domestic and foreign companies, in particular controlling investments in industrial and trading companies active in the field of orthopedics, the management and sustainable development of these investment companies within a group of companies as well as the provision of financial and organizational means for the management of a group of companies.

The Company may acquire, mortgage, utilize and sell real estate properties and intellectual property rights in Switzerland and abroad as well as incorporate and finance subsidiaries and branches.

The Company may engage in all kinds of commercial and financial transactions that are beneficial for the realisation of its purpose, in particular provide and take out loans, issue bonds, provide suretyships and guarantees, provide collateral as well as make investments in all marketable investment classes.

II. CAPITAL

ARTICLE 3: SHARE CAPITAL

The share capital of the Company amounts to CHF 2,000,000 and is divided into 20,000,000 registered shares with a nominal value of CHF 0.10 each. The share capital is fully paid up.

*The Italian version of the articles of association is the governing version.

ARTICLE 3A: CONDITIONAL CAPITAL

The share capital of the Company may be increased by up to CHF 50,000 by issuing up to 500,000 fully paid up registered shares with a nominal value of CHF 0.10 each, upon the exercise of option rights or in connection with similar rights regarding shares (including performance stock units (PSU) and / or restricted stock units (RSU)) (together "Equity-linked Rights") granted to officers and employees at all levels of the Company and its group companies according to regulations and terms and conditions to be specified by the Board of Directors. Any subscription right (Bezugsrecht) and any priority subscription right (Vorwegzeichnungsrecht) of the shareholders is excluded **or restricted, respectively, if and to the extent the option rights are not allocated to existing shareholders**. The acquisition of registered shares based on this Article 3a and every subsequent transfer of these registered shares shall be subject to the transfer restrictions pursuant to Article 5.

The conditions for the allocation and exercise of the Equity-linked Rights from this Article 3a are determined by the Board of Directors. The shares may be issued at a price below the market price.

Option rights pursuant to Article 3a para. 1 must be exercised in writing or in electronic form allowing proof by text. This also applies to the waiver of the exercise of these rights.

ARTICLE 4: FORM OF SHARES

The Company issues its registered shares only as uncertified securities (Wertrechte) and registers them as bookentry securities (in terms of the Book-Entry Securities Act). Shareholders have no right to request conversion of the form in which registered shares are issued into another form. The shareholder may at any time require from the Company the delivery of an attestation certifying his current shareholding.

The uncertified securities (Wertrechte), their number and division and the shareholders are registered in a register for uncertified securities. This register for uncertified securities is not public.

Uncertified securities (Wertrechte) may only be transferred by way of assignment provided that they are not registered as book-entry securities. In order to be valid, the assignment must be reported to the Company, which may refuse the entry of the assignee in the share register in accordance with Article 5.

The transfer of book-entry securities and the granting of security rights on book-entry securities have to be compliant with the Book-Entry Securities Act. The transfer of book-entry securities or the granting of security rights on book-entry securities by way of assignment is excluded. The transfer restrictions according to Article 5 are not affected by these regulations.

ARTICLE 5: SHARE REGISTER, TRANSFER RESTRICTIONS

The identity of the owners/usufructuaries of registered shares shall be entered in the share register stating first/last name (for legal entities the company name), domicile, address and citizenship (for legal entities the legal domicile). Any person registered in the share register changing its address, must inform the Company accordingly.

Persons acquiring registered shares shall on application be entered in the share register without limitation as shareholders with voting rights, provided they expressly declare themselves (i) to have acquired the said shares in their own name and for their own account, (ii) that there is no agreement to take back or return the shares concerned, (iii) that they bear the economic risk associated with the shares and (iv) comply with the disclosure requirements stipulated by the Federal Act on Financial Market Infrastructure (*FinfraG FMIA*) of 19 June 2015. Entry in the share register of registered shares as a shareholder with voting rights is subject to the approval of the Company. Entry in the share register of registered shares as a shareholder with voting rights may be refused based on the grounds set out in Article 5 para. 3, 4 and 5. If the Company does not refuse to register the acquirer as shareholder with voting rights within 20 calendar days upon receipt of the application, the acquirer is deemed to be a shareholder with voting rights. Non-recognized acquirers shall be entered in the share register as shareholders without voting rights. The corresponding shares shall be considered as not represented in the General Meeting of Shareholders.

Persons not expressly ~~declaring themselves to be holding shares for their own account~~ providing the confirmations listed in paragraph 2 in their application for entry in the share register or upon request by the Company (hereafter referred to as nominees) shall be entered in the share register with voting rights without further inquiry up to a maximum of 3.0% of the share capital outstanding at that time. Above this limit registered shares held by nominees shall be entered in the share register with voting rights only if the nominee in question in the application for registration or thereafter upon request by the Company makes known the names, addresses and shareholdings of the persons for whose account he is holding 0.5% or more of the share capital outstanding at that time and provided that the disclosure requirements stipulated by the Federal Act on Financial Market Infrastructure (*FinfraG-FMIA*) of 19 June 2015 are complied with. The Board of Directors has the right to conclude agreements with nominees concerning their disclosure requirements.

Subject to Art. 652b para. 3 CO, the above mentioned limit of registration also applies to the acquisition of registered shares, which are subscribed for or acquired by way of exercising any subscription, acquisition, option or convertible right arising from shares or any other securities issued by the Company or third parties.

Legal entities or partnerships or other associations or joint ownership arrangements which are linked through capital ownership or voting rights, through common management or in like manner, as well as individuals, legal entities or partnerships (especially syndicates) which act in concert with the intent to circumvent the entry restriction are considered as one shareholder or nominee.

The Company may in special cases approve exceptions to the above restrictions (Article 5 para. 3, 4 and 5). After due consultation with the persons concerned, the Company is further authorized to delete entries in the share register as shareholder with voting rights with retroactive effect if they were effected on the basis of false information or if the respective person does not provide the information pursuant to Article 5 para. 3. The concerned person has to be immediately informed about the deletion.

Until an acquirer becomes a shareholder with voting rights for the shares in accordance with Article 5, she/he may neither exercise the voting rights connected with the shares nor other rights associated with the voting rights.

III. ORGANISATION

A. GENERAL MEETING

ARTICLE 6: AUTHORITIES

The General Meeting is the supreme corporate body of the Company. It has the following non-transferable powers:

1. to adopt and amend the Articles of Association;
2. to elect and recall the members of the Board of Directors, the Chairman of the Board of Directors, the members of the **Human Resources & Remuneration Committee**, the Auditors and the Independent Proxy;
3. to approve the management report and the consolidated accounts;
4. to approve the annual accounts as well as to pass resolutions regarding the allocation of profits as shown on the balance sheet, in particular to determine the dividends;
5. **to determine the interim dividend and approve the interim account required therefor;**
6. **to pass resolutions on repaying the statutory capital reserve;**
- 5 7. to approve the aggregate amounts of the maximum compensation of the members of the Board of Directors and the executive management pursuant to Articles 12, 25 and 26;
8. **to cast an advisory vote on the remuneration report;**
- 6 9. to grant discharge to the members of the Board of Directors;
10. **to delist the equity securities of the Company;**
- 7 11. to pass resolutions regarding issues which are reserved to the General Meeting by law or by the Articles of Association or which are presented to it by the Board of Directors.

ARTICLE 7: MEETINGS

The ordinary General Meeting shall be held annually within six months after the close of the business year. The Board of Directors ~~determines~~ shall determine the time, ~~and location~~ the venue of the General Meeting and the form in which it is to be held. The venue of meeting may also be abroad. The General Meeting may also be held in various locations at the same time.

The Board of Directors may provide that shareholders who are not present at the General Meeting venue be able to exercise their rights electronically. The Board of Directors may also waive the determination of a meeting venue and order a General Meeting held purely by electronic means.

Extraordinary General Meetings shall be called as often as necessary, in particular, in all cases required by law.

Extraordinary General Meetings shall be convened by the Board of Directors within ~~2 months~~ 60 calendar days if shareholders representing at least 5 percent of the share capital or the votes request such meeting in writing, setting forth the items to be discussed and the proposals to be decided upon.

ARTICLE 8: NOTICE

General Meetings shall be convened by the Board of Directors and, if need be, by the Auditors. The liquidators shall also be entitled to convene a General Meeting.

Notice of the General Meeting shall be given ~~by publication in the Swiss Official Gazette of Commerce~~ at least 20 calendar days before the date of the meeting ~~To the extent the post and/or e-mail addresses of~~ in the manner laid down in Article 31 for notifications to the shareholders ~~are known, notice shall be sent simultaneously by post and/or e-mail~~. The notice ~~shall state the day, time and place of the Meeting, the agenda, the proposals of the Board of Directors and the proposals of the shareholders who have requested~~ convening the General Meeting ~~or that an item be included on the agenda~~ shall state:

1. the date, the starting time, the form and the location of the General Meeting;
2. the business to be discussed;
3. the motions of the board of directors and a short explanation for these motions;
4. if applicable, the shareholders' motions with a short explanation of each;
5. the name and the address of the Independent Proxy.

The annual business report and the Auditors' ~~report must~~ reports shall be ~~submitted for examination by~~ made available to the shareholders at ~~the registered office of the Company at~~ least 20 calendar days ~~prior to the date of~~ before the ordinary General Meeting. ~~Reference to such submission and to the shareholders' right to request the conveying of these~~ If the documents are not electronically accessible, any shareholder may request that they be sent to them ~~shall be included~~ in ~~the notice to the General Meeting~~ good time.

ARTICLE 9: AGENDA

The Board of Directors shall state the items on the agenda.

Registered shareholders with voting rights individually or jointly representing at least 0.5 percent of the share capital or the votes of the Company may demand that items be ~~put~~ placed on the agenda or that motions relating to items on the agenda be included in the notice convening the General Meeting. Such demands have to be submitted to the Chairman of the Board of Directors at least 45 calendar days before the date of the General Meeting and shall be in writing, specifying the item and the proposals. Shareholders may submit a short explanation together with the agenda items or motions, which must be included in the notice convening the General Meeting.

No resolutions may be passed on motions concerning agenda items which have not been duly announced apart from those exceptions permitted by law.

ARTICLE 10: CHAIR, MINUTES

The General Meeting shall be chaired by the Chairman of the Board of Directors, or, in his absence, by another member of the Board of Directors selected by the Board of Directors, or by another chairman elected for that day by the General Meeting ("Chairman").

The Chairman designates a Secretary for the minutes as well as the scrutineers who do not need to be shareholders.

The Board of Directors is responsible for the keeping of the minutes, which are to be signed by the Chairman and by the Secretary.

ARTICLE 11: RESOLUTIONS

Subject to the provisions of Article 5, each share entitles to one vote.

Each shareholder may be represented by the Independent Proxy or by means of a written proxy by any other person ~~who needs not be a shareholder~~ of such shareholder's choice. The Board of Directors determines the requirements regarding proxies and voting instructions.

The General Meeting shall pass its resolutions and carry out its elections with the simple majority of the votes cast, to the extent that neither the law nor the Articles of Association provide otherwise. Abstentions, empty votes and invalid votes will not be taken into account for the calculation of the required majority.

The members of the Board of the Directors and the members of the Human Resources & Remuneration Committee are elected individually.

The Chairman shall have no casting vote.

The Chairman shall determine the voting procedure.

ARTICLE 12: VOTES ON COMPENSATION

Each year, the General Meeting votes separately and bindingly on the proposals by the Board of Directors regarding the aggregate amounts of:

1. the compensation of the Board of Directors according to Article 25 for the term of office until the next ordinary General Meeting;
2. the maximum overall fixed compensation of the Executive Management pursuant to Art. 26 para. 1(a) that may be paid in the subsequent business year;
3. the maximum overall variable short-term compensation for the Executive Management pursuant to Art. 26 para. 1(b) that may be paid or allocated for the most recently concluded financial year; and
4. the maximum overall variable long-term compensation of the Executive Management pursuant to Art. 26 para. 1(c) that may be allocated in the subsequent business year.

The Board of Directors may present to the General Meeting deviating or additional proposals for approval in relation to the same or different time periods.

If the General Meeting does not approve the proposed amount of the proposed fixed or proposed variable compensation, as the case may be, the Board of Directors may either submit new proposals at the same General Meeting, convene a new extraordinary General Meeting and make new proposals for approval or may submit the proposals regarding compensation for retrospective approval at the next ordinary General Meeting.

The aggregate compensation amounts for members of the Board of Directors as well as for executive Management are deemed to be inclusive of all social security and pension contributions of the members of the Board of Directors and the executive management respectively and the Company (contributions by employee and employer).

The compensation approved by the General Meeting may be paid by the Company or by companies being directly or indirectly controlled by the Company.

The General Meeting shall cast a consultative vote on the compensation report issued by the Board of Directors.

ARTICLE 13: QUALIFIED MAJORITY FOR IMPORTANT RESOLUTIONS

A resolution of the General Meeting passed by at least two thirds of the represented share votes and the absolute majority of the represented shares par value is required for:

1. the cases listed in Article 704 para. 1 CO and in **Article Articles** 18, 43, and 64 of the Federal Act on Merger, Demerger, Transformation and Transfer of Assets (Merger Act) dated 3 October 2003;
2. the easement or abolition of the restriction of the transferability of the registered shares;
3. any change to **or the removal of** this Article 13.

ARTICLE 14: INDEPENDENT PROXY

The General Meeting elects an independent proxy. Natural persons as well as legal entities and partnerships are eligible for election.

The term of office of the Independent Proxy ends at **the end of** the next ordinary General Meeting. Re-election is possible. The duties of the Independent Proxy are governed by the relevant statutory provisions.

B. BOARD OF DIRECTORS

ARTICLE 15: ELECTION, TERM OF OFFICE, CONSTITUTION

The Board of Directors shall consist of a minimum of three members. The term of the members of the Board of Directors as well of the Chairman shall correspond to the legally permitted maximum term of one year and shall end at the end of the next ordinary General Meeting.

The Board of Directors appoints the Secretary who does not need to be a shareholder or a member of the Board of Directors.

ARTICLE 16: ULTIMATE DIRECTION, DELEGATION

The Board of Directors is entrusted with the ultimate direction of the Company as well as the supervision of the management. It represents the Company towards third parties and attends to all matters which are not delegated to or reserved for another corporate body of the Company by law, the Articles of Association or the regulations.

The Board of Directors may delegate the management and the representation of the Company wholly or in part to one or several natural persons or members of the Board of Directors. The Board of Directors shall enact the organizational regulations and arrange for the respective contractual relationships.

ARTICLE 17: DUTIES

The Board of Directors has the following non-transferable and irrevocable duties:

1. to ultimately direct the Company and issue the necessary directives;
2. to determine the organization;
3. to organize the accounting, the internal control system (ICS), the financial control and the financial planning as well as to perform a risk assessment;
4. to appoint and recall the persons entrusted with the executive management and representation of the Company and to grant signatory power;

5. to ultimately supervise the persons entrusted with the management, in particular with respect to compliance with the law, the Articles of Association, regulations and directives;
6. to prepare the business report, as well as the General Meeting and to implement the latter's resolutions;
7. to prepare the compensation report;
8. to **inform** file an application for a debt restructuring moratorium and to notify the judge in the event of over-indebtedness;
9. to pass resolutions regarding the subsequent payment of capital with respect to non-fully paid-in shares and regarding the amendments to the Articles of Association entailed thereby;
10. to pass resolutions ~~confirming-increases-in~~ on the change of the share capital ~~regarding the preparation-of-the~~ to the extent that such power is vested in the Board of Directors, confirming changes in the share capital ~~increase-report~~ and regarding the consequential amendments to the Articles of Association ~~entailed thereby~~ (including deletions);
11. to examine compliance with the legal requirements regarding the appointment, election and the professional qualifications of the Auditors;
12. to execute the agreements pursuant to Articles 12, 36 and 70 of the Merger Act.

If the office of the Chairman of the Board of Directors is vacant, the **Human Resources &** Remuneration Committee is not complete or the Company does not have an Independent Proxy, the Board of Directors shall appoint a substitute for the time period until the conclusion of the next ordinary General Meeting that must be - with the exception of the Independent Proxy - a member of the Board of Directors.

ARTICLE 18: ORGANIZATION, MINUTES

The organization of the meetings, the presence quorum and the passing of resolutions of the Board of Directors shall be in compliance with the organizational regulations.

The Chairman shall have the casting vote.

Minutes shall be kept of the deliberations and resolutions of the Board of Directors. The minutes shall be signed by the Chairman and the Secretary of the Board of Directors.

ARTICLE 19: HUMAN RESOURCES & REMUNERATION COMMITTEE

The General Meeting elects all the members to the **Human Resources &** Remuneration Committee from among the Board of Directors, it being understood that the **Human Resources &** Remuneration Committee should consist of at least 2 members. The term of office of the members of the **Human Resources &** Remuneration Committee shall be one year and shall end at the next ordinary General Meeting. Re-election is possible.

The **Human Resources &** Remuneration Committee has the following duties regarding compensation matters:

1. proposals to the full Board of Directors regarding the compensation scheme of the Medacta Group pursuant to the principles of Articles 25 and 26;
2. proposals to the full Board of Directors regarding the determination of compensation-related targets for the executive management;
3. proposals to the full Board of Directors regarding the approval of the individual compensation of the Chairman of the Board of Directors, the other members of the Board of Directors as well as the maximum aggregate compensation of the CEO;
4. proposals to the full Board of Directors regarding the individual compensation (fixed and variable compensation) of the members of the executive management as well as their further terms of employment and titles;
5. proposals to the full Board of Directors regarding amendments to the Articles of Association with respect to the compensation scheme for members of the executive management;
6. proposals to the full Board of Directors regarding mandates pursuant to Article 23 and further additional occupation of the members of the executive management;
7. further duties and responsibilities as provided for in the Articles of Association.

The Board of Directors will provide for possible further duties and responsibilities of the **Human Resources &** Remuneration Committee in the organizational regulations.

C. AUDITORS

ARTICLE 20: DUTY OF AUDIT, ELECTION, APPOINTMENT AND DUTIES OF AUDITORS

The General Meeting shall elect the Auditors pursuant to the provisions of this Article. The Auditors must be registered in the Commercial Register.

The Auditors shall perform a regular audit of the Company's annual financial statements.

The Board of Directors shall monitor compliance with these provisions and nominate for election by the General Meeting such Auditors which meet the respective requirements, in particular, regarding qualification and independence pursuant to the provisions of the CO (Articles 727 et seq.) and the Swiss Audit Supervision Act of 16 December 2005 in the relevant applicable version.

The Auditors' term of office shall be 1 year. It shall end with the approval of the last annual financial accounts. Re-election and revocation **for good cause** are possible at any time.

The Auditors' rights and obligations are those foreseen in Articles 728 et seq. CO.

IV. ANNUAL FINANCIAL STATEMENTS

ARTICLE 21: ANNUAL ACCOUNTS AND CONSOLIDATED FINANCIAL STATEMENTS

The Company prepares its annual report including annual accounts (statutory financial statements) and consolidated financial statements in accordance with applicable law.

The Board of Directors shall determine the start and the end of the Company's business year.

ARTICLE 22: DISTRIBUTION OF PROFITS

Subject to the statutory provisions regarding the distribution of profits, in particular Articles 671 et seq. CO, the profits as shown on the balance sheet may be allocated by the General Meeting at its discretion.

The dividend may only be determined after the transfers foreseen by law to the compulsory reserve funds have been deducted. All dividends unclaimed within a period of five years after their due date shall be forfeited to the Company.

V. COMPENSATION AND RELATED PROVISIONS

ARTICLE 23: PERMITTED ADDITIONAL ACTIVITIES

The members of the Board of Directors may **have carry out** the following **other functions** activities in **the superior management or administrative bodies of legal units obliged to register themselves**-comparable positions in **a Swiss**-other undertakings with commercial **register or a foreign equivalent thereof and objects (including their group)** which are not controlled by the Company, do not control the Company or do not constitute pension funds insuring employees of the Medacta Group:

1. up to 5 (respectively the Chairman of the Board of Directors up to 4) mandates as member of the board of directors or any other superior management or administrative body of publicly traded companies pursuant to Article 727 para. 1 number 1 CO; and, in addition,
2. up to 10 mandates as member of the board of directors or any other superior management or administrative body of companies pursuant to Article 727 para. 1 number 2 CO; and, in addition,
3. up to 20 mandates as member of the board of directors or any other superior management or administrative body of legal entities that do not meet the above mentioned criteria; and, in addition,
4. up to 20 mandates in associations, charity foundations and employee assistance foundations.

With the approval of the **Human Resources & Remuneration Committee**, the members of the executive management may have the following **comparable positions** in other **functions in the superior management or administrative bodies of legal entities obliged to register themselves in a Swiss**-undertakings with commercial **register or a foreign equivalent thereof and**-objects (including their group) which are not

controlled by the Company, do not control the Company or do not constitute pension funds insuring employees of the Medacta Group:

1. up to 1 mandate as member of a board of directors or any other superior management or administrative body of a publicly traded company pursuant to Article 727 para. 1 number 1 CO; and, in addition
2. up to 10 mandates as member of the board of directors or any other superior management or administrative body of other legal entities that do not meet the above mentioned criteria.

With respect to the additional activities of both the members of the Board of Directors and the executive management, mandates in companies that are under uniform control or the same beneficial ownership are deemed one mandate.

ARTICLE 24: AGREEMENTS RELATED TO COMPENSATION FOR MEMBERS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE MANAGEMENT

The mandate agreements of the members of the Board of Directors have a fixed term until the conclusion of the next ordinary General Meeting. Early termination or removals remain reserved.

The employment agreements of the members of the executive management shall in principle be concluded for an indefinite period. If the Board of Directors considers a fixed term appropriate, such fixed term shall not exceed 1 year. With respect to employment agreements entered into for an indefinite period, the maximum notice period must not exceed 12 months.

Non-competition agreements for the time following termination of an employment contract and the associated compensation are permitted to the extent that this is justified from a business perspective. The compensation for such a non-competition obligation ~~may~~ shall not exceed in total the average of the ~~(fixed)~~ compensation paid to the respective member of the executive management during the last three financial years prior to termination.

ARTICLE 25: PRINCIPLES RELATING TO THE COMPENSATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

The compensation of the members of the Board of Directors, which is determined by the full Board of Directors based on the proposal of the **Human Resources & Remuneration Committee** and subject to and within the limits of the aggregate amounts approved by the General Meeting, comprises compensation paid by the Company and/or a direct or indirect subsidiary of the Company and may consist of a fixed base fee (including a lump sum compensation for expenses) paid in cash and/or awarded in shares, depending on the function in the Board of Directors, the number of committee activities and the functions in the committees. In exceptional cases and subject to and within the limits of the approval by the General Meeting, the members of the Board of Directors may be awarded a performance related compensation.

In case the fee is paid in whole or in part in shares, the Board of Directors shall determine the grant conditions as well as any restriction periods and forfeit conditions.

The members of the Board of Directors providing consulting services to the Company or other group companies in a function other than as members of the Board of Directors may be compensated in cash according to standard market rates subject to approval by the General Meeting.

ARTICLE 26: PRINCIPLES OF COMPENSATION RELATING TO THE MEMBERS OF THE EXECUTIVE MANAGEMENT

The compensation of the members of the executive management, which is determined by the Board of Directors based on the proposal of the **Human Resources &** Remuneration Committee and subject to and within the limits of the aggregate amounts approved by the General Meeting, comprises compensation paid by the Company and/or a direct or indirect subsidiary of the Company and may consist of a:

- A. fixed compensation paid in cash, which consists of the base salary and can also contain other compensation elements and benefits;
- B. variable short-term compensation paid in cash and/or shares; and
- C. variable long-term compensation paid in shares or Equity-linked Rights.

The short-term variable compensation is paid in cash and/or shares and depends on the level of achievement of specific pre-defined targets for a one year performance period. The performance targets may include individual targets, targets of the Company or the group companies and targets in relation to the market, other companies or comparable benchmarks, taking into account position and level of responsibility of the respective member of the executive management. Upon proposal by the **Human Resources &** Remuneration Committee, the Board of Directors is responsible for the selection and weighting of performance targets. The level of the short-term variable compensation is determined by the Board of Directors upon proposal by the **Human Resources &** Remuneration Committee for each member of the executive management as a percentage of the fixed compensation. The performance targets are determined annually for each member of the executive management during the first quarter of the one year performance period by the Board of Directors upon proposal by the **Human Resources &** Remuneration Committee.

Upon recommendation of the **Human Resources &** Remuneration Committee the Board of Directors shall determine the terms and conditions of the long-term variable compensation in one or more plans or regulations. The long-term compensation plan shall be designed to offer members of the executive management and other eligible officers and employees an incentive to further develop their contribution towards the future success of the Company and the creation of shareholder value.

The long-term compensation plans and regulations shall determine in particular the time of allocation/grant, the fair valuation, the applicable blocking, vesting or exercise periods (including their acceleration,

reduction or removal in the event of pre-determined events such as a change of control or the termination of an employment agreement), the maximum award limit of shares or Equity-linked Rights, any claw back mechanism and discount on grant of shares or Equity-linked Rights.

The grant of shares or Equity-linked Rights and/or its vesting shall depend on the achievement of certain conditions spread over one or several financial years (such as continued employment and/or achievement of certain annual or multi-year performance targets of the Company or the group companies and targets in relation to the market, other companies or comparable benchmarks). The Board of Directors shall, upon proposal by the **Human Resources &** Remuneration Committee, determine the performance targets and their relative weight and shall assess the achievement of the performance targets at the end of the performance period. The achievement of the performance targets is generally based on a performance period of several years.

The Company may procure the required shares (including for the compensation to members of the Board of Directors) through purchases in the market or by using its conditional share capital.

The allocation of equity securities or other rights with equity securities as underlying that members of the Board of Directors and members of the executive management receive in their function as shareholders of the Company (e.g. subscription rights within a capital increase or option rights within a capital reduction) shall not be regarded compensation and are not subject to this article [26] or article [25].

No additional compensation shall be awarded for activities in companies that are directly or indirectly controlled by the Company. Article [12 para. 4] remains reserved.

ARTICLE 27: EXPENSES

Expenses that are not covered by the lump sum compensation for expenses pursuant to the expense regulations of the Company are reimbursed against presentation of the relevant receipts. This additional compensation for expenses actually incurred does not need to be approved by the General Meeting.

ARTICLE 28: LOANS, CREDITS, PENSION BENEFITS OTHER THAN FROM OCCUPATIONAL PENSION FUNDS, SECURITIES

The Company shall not grant loans, credits, pension benefits other than from occupational pension funds or securities to **the current or former** members of the Board of Directors or the executive management **or to persons closely associated with** them. Advance payments of fees for lawyers, court fees and similar costs relating to the defence against corporate liability claims up to a maximum amount of CHF 1,000,000 are not subject to this provision.

In principle, there will be no payments to pension funds or similar institutions for the members of the Board of Directors. In exceptional cases, such payments may be made upon request of the **Human Resources &** Remuneration Committee and subject to the approval by the General Meeting if the members in question do not have other insurable income from subordinate employment.

ARTICLE 29: ADDITIONAL AMOUNT OF COMPENSATION FOR NEW MEMBERS OF THE EXECUTIVE MANAGEMENT

If newly appointed ~~or promoted~~ members of the executive management take office after the General Meeting has approved the aggregate maximum amount of compensation of the members of the executive management for the next business year, such newly appointed ~~or promoted~~ members may receive an aggregate compensation in each case of up to 30% of the last aggregate amount of compensation for the executive management approved by the General Meeting.

This additional of compensation amount may only be paid, if the aggregate amount of compensation for the executive management that has been approved by the General Meeting until the next General Meeting is not sufficient to compensate the newly appointed ~~or promoted~~ members. The General Meeting may not vote on this additional amount.

Within this additional amount of compensation, the Company can pay a bonus to compensate a newly joining member of the executive management for incurred disadvantages in connection with the change of employment. If the additional amount is not sufficient enough to compensate for the disadvantages / to pay the bonus, the part of the bonus surpassing the additional amount has to be approved by the next ordinary General Meeting.

VI. LIQUIDATION

ARTICLE 30: DISSOLUTION AND LIQUIDATION

The General Meeting may at any time resolve the dissolution and liquidation of the Company in accordance with the provisions of the law and of the Articles of Association.

The liquidation shall be carried out by the Board of Directors to the extent that the General Meeting has not entrusted the same to other persons.

The liquidation of the Company shall take place in accordance with Articles 742 et seq. CO. The liquidators are authorized to dispose of the assets (including real estate) by way of private contract.

After all debts have been satisfied, the net proceeds shall be distributed among the shareholders in proportion to the amounts paid-in.

VII. INFORMATION

ARTICLE 31: NOTICES AND ANNOUNCEMENTS COMMUNICATIONS TO SHAREHOLDERS

~~The~~ Invitations and communications by the Company to the shareholders may, at the discretion of the Board of Directors, be validly made by publication ~~instrument of the Company is~~ in the Swiss Official Gazette of Commerce, by letter or e-mail to the shareholders' contact details last recorded in the share register. The Board of Directors may designate further means of ~~publication~~ communication.

Notices by the Company to the shareholders and other announcements shall be published in the Swiss Official Gazette of Commerce.

VIII. OPTING-OUT

ARTICLE 32: OPTING-OUT

The duty to submit a public takeover offer pursuant to article 135 of the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading of 19 June 2015 (FMIA) shall be excluded in accordance with article 125 paragraph 3 FMIA.

IX. INTERIM PROVISIONS

ARTICLE 33: ACQUISITION IN KIND

The Company acquires by way of contribution in kind 4,016 registered shares of Medacta Holding SA, Castel San Pietro, registration number CHE-174.267.039 at their nominal value of CHF 25.64 each, at a total nominal value of CHF 102,970.24, accepted by the Company for CHF 102,970.24 (contribution in kind agreement of 12 December 2018) together with CHF 97,029.76 in cash, both made by Alberto Osvaldo Luigi Siccardi and fully accounted to the share capital, against issuance of 2,000,000 registered shares at a nominal value of CHF 0.10 each, for a total nominal value of CHF 200,000.

Lugano, 27 April 2023



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