



**Minutes of the Annual General Meeting of Medacta Group SA**

**Thursday, May 19, 2021, 10.00**

**at the headquarters of Medacta Group SA**

**Strada Regina 34, 6874 Castel San Pietro, Switzerland**

<p>Welcome by the Chairman of the Board of Directors</p>	<p>Alberto Siccardi, Chairman of the Board of Directors (the "Chair"), opens the ordinary Annual General Meeting at 10.00 am.</p> <p>Alberto Siccardi notes that Medacta Group SA (or the "Company") holds its Annual General Meeting, without physical attendance, as in the previous year. The Board of Directors has taken the decision in due time to hold the Annual General Meeting without Shareholders being physically present after giving priority to well-being and safety of our Shareholders in relation to the Covid-19 situation.</p> <p>Accordingly, Shareholders cannot attend the Annual General Meeting in person. Shareholders were able to vote their shares only by giving a power of attorney and related voting instructions to the independent proxy either by returning the proxy form or by exercising their voting rights online.</p> <p>Shareholders were given the opportunity to submit questions to the Board of Directors ahead of the Annual General Meeting on Agenda Items via email to <a href="mailto:investor.relations@medacta.ch">investor.relations@medacta.ch</a>.</p> <p>All members of the Board of Directors and of the Executive Management of Medacta Group SA attend the Annual General Meeting, physically or in videoconference apart from Riccardo Braglia and Philippe Weber who are excused absent.</p> <p>The auditors, Deloitte SA, Lugano, are represented by Fabien Lussu via videoconference.</p> <p>Fulvio Pelli, attorney at law, the Independent Proxy Holder, is present physically.</p> <p>Donato Cortesi as Secretary keeps the minutes.</p>
<p>Statements</p>	<p>The Chair states that the shareholders have been timely invited to today's Annual General Meeting and that the complete 2021 Annual Report, including the Remuneration Report, together with the Auditors' Reports have been available on the website of Medacta Group SA since March 11, 2022. Additionally, the documents have also been available for examination at the registered office of Medacta Group SA and were sent to the shareholders upon request.</p>

	<p>The Company's share capital registered with the commercial register prior to the closure of the share register on May 16, 2022 amounted to CHF 2'000'000 divided into 20'000'000 registered shares with a par value of CHF 0.10 each.</p> <p>No shares have been issued out of conditional share capital. Accordingly, the total issued share capital as of today amounts to CHF 2'000'000 divided into 20'000'000 registered shares with a par value of CHF 0.10 each.</p> <p>The following share capital issued as per May 16, 2022 is represented today by the Independent Proxy Holder, Fulvio Pelli: a total of 18'408'518 shares with a par value of CHF 0.10 each; or rather voting rights are represented that equate to approximately 92% of the total share capital of Medacta Group SA.</p> <p>According to article 11 of the Articles of Association, for the agenda items herein, the relevant simple majority will be calculated based on the votes cast.</p> <p>Based on the foregoing statements, the Chair declares the Annual General Meeting as duly convened and quorate for the proposed agenda.</p> <p>The Chair moves on to the first agenda item.</p>
<p>Agenda items</p>	<p><b>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 2021</b></p> <p><b>1.1. Approval of the Management Report, the Annual Statutory Financial Statements and the Consolidated Financial Statements for the financial year 2021</b></p> <p>The Chair refers to the documentation concerning this agenda item that was made available to the shareholders in good time.</p> <p>The Chair asks the representative of the auditors, whether they would like to make a statement in addition to their written reports to be recorded in the minutes, which they forgo.</p> <p>The Chair refers that the Board of Directors proposes that the Management Report for the financial year 2021, the Annual Statutory Financial Statements 2021 and the Consolidated Financial Statements 2021 be approved.</p>

The ballot presented by the Independent Proxy Fulvio Pelli, Attorney at Law, produces the following results:

Yes-votes	18'402'200
Dissenting-votes	730
Abstentions	5'588

The Chair states that the Annual General Meeting has therewith approved the proposals made by the Board of Directors.

### **1.2. Consultative Vote on the Remuneration Report for the financial year 2021**

The Chair refers to the documentation concerning this agenda item that was made available to the shareholders in good time.

The Chair asks the representative of the auditors, whether they would like to make a statement to be recorded in the minutes, which they forgo.

The Board of Directors proposes that the Remuneration Report 2021 be approved in a consultative vote.

The ballot presented by the Independent Proxy produces the following results:

Yes-votes	18'187'266
Dissenting-votes	211'077
Abstentions	10'175

The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.

## 2. Approval of the Appropriation of Available Earnings as of December 31, 2021 and Distribution of Ordinary Dividend and of Capital Contribution Reserves of Medacta Group SA

The Chair refers that the Board of Directors proposes to the Annual General Meeting a total distribution of CHF 10'700'000 (CHF 0.535 per share), 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. The own shares held by Medacta Group SA are not entitled to the distribution of dividend and to the distribution of the reserves from capital contribution. All the remaining retained earnings as well as the remaining accumulated reserves from capital contribution are proposed to be carried forward.

### 2.1. Approval of Appropriation of Available Retained Earnings

The Chair, referencing the background information given in the invitation to the Annual General Meeting, refers to the available retained earnings of Medacta Group SA as of December 31, 2021.

Balance of retained earnings brought forward	CHF 27'915'426
Profit of the year	CHF 15'745'903
Change in reserves for treasury shares	(CHF 1'342'660)
<b>Total available retained earnings</b>	<b>CHF 42'318'669</b>

The Chair refers that the Board of Directors proposes the following appropriation of the available retained earnings as per balance sheet:

Dividend distribution out of retained earnings	(CHF 5'350'000)
<b>Balance of retained earnings to be carried forward</b>	<b>CHF 36'968'669</b>

The ballot presented by the Independent Proxy produces the following results:

Yes-votes	18'407'288
Dissenting-votes	583
Abstentions	647

The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.

## 2.2. Approval of Appropriation of Reserves from Capital Contribution

The Chair, referencing the background information given in the invitation to the Annual General Meeting, refers to the reserves from capital contribution of Medacta Group SA as of December 31, 2021.

Balance of reserves from capital contribution bought forward	CHF 23'520'000
<b>Total reserves from capital contribution</b>	<b>CHF 23'520'000</b>

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

Distribution of reserves from capital contribution	(CHF 5'350'000)
<b>Balance of reserves from capital contribution to be carried forward</b>	<b>CHF 18'170'000</b>

The ballot presented by the Independent Proxy produces the following results:

Yes-votes	18'406'700
Dissenting-votes	741
Abstentions	1'077

The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.

## 3. Discharge to the Board of Directors and discharge to the Executive Management

The Board of Directors proposes to grant discharge from liability to the members of the Board of Directors and the Executive Management for their services in the financial year 2021.

The Chair declares that votes of members of the governing bodies are not taken into account for this agenda item. Therefore, 4'526'490 shares are entitled to vote on this item.

	<p>The Chair proposes to vote on the discharge from liability for all members of the Board of Directors and of the Group Executive Management in a single ballot.</p> <p>The ballot presented by the Independent Proxy produces the following results:</p> <table border="1" data-bbox="539 566 1406 766"> <tr> <td>Yes-votes</td> <td>4'486'680</td> </tr> <tr> <td>Dissenting-votes</td> <td>32'967</td> </tr> <tr> <td>Abstentions</td> <td>6'843</td> </tr> </table> <p>The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.</p>	Yes-votes	4'486'680	Dissenting-votes	32'967	Abstentions	6'843
Yes-votes	4'486'680						
Dissenting-votes	32'967						
Abstentions	6'843						
	<p><b>4. Election of the members of the Board of Directors and of the Chairman of the Board</b></p> <p>The Chair emphasises that the current members of the Board of Directors have all provided valuable services to Medacta Group SA and all stand for re-election.</p> <p>The Board of Directors proposes the re-election of Alberto Siccardi as member and Chairman of the Board and Maria Luisa Siccardi Tonolli, Victor Balli, Riccardo Braglia and Philippe Weber as members of the Board of Directors, each for a term of office of one year ending with the Annual General Meeting of Medacta Group SA for the financial year 2022.</p> <p>All elections are carried out individually and the Independent Proxy presents the ballots produced.</p> <p><b>4.1 The ballot produces the following results for Alberto Siccardi as member and Chairman of the Board</b></p> <table border="1" data-bbox="539 1675 1406 1874"> <tr> <td>Yes-votes</td> <td>17'426'614</td> </tr> <tr> <td>Dissenting-votes</td> <td>981'064</td> </tr> <tr> <td>Abstentions</td> <td>840</td> </tr> </table>	Yes-votes	17'426'614	Dissenting-votes	981'064	Abstentions	840
Yes-votes	17'426'614						
Dissenting-votes	981'064						
Abstentions	840						

**4.2 The ballot produces the following results for Maria Luisa Siccardi Tonolli**

Yes-votes	17'124'540
Dissenting-votes	1'282'958
Abstentions	1'020

**4.3 The ballot produces the following results for Victor Balli**

Yes-votes	18'055'500
Dissenting-votes	350'623
Abstentions	2'395

**4.4 The ballot produces the following results for Riccardo Braglia**

Yes-votes	18'227'471
Dissenting-votes	136'397
Abstentions	44'650

**4.5 The ballot produces the following results for Philippe Weber**

Yes-votes	17'939'597
Dissenting-votes	468'081
Abstentions	840

The Chair states that the Annual General Meeting has therewith approved the proposals made by the Board of Directors.

## 5. Election of the members of the Remuneration Committee

The Chair states that the current members of the Remuneration Committee have all provided valuable services to Medacta Group SA and all stand for re-election.

The Board of Directors proposes the re-election of Philippe Weber (Chairman) and Riccardo Braglia as members of the Remuneration Committee each for a term of office of one year ending with the Annual General Meeting of Medacta Group SA for the financial year 2022.

All elections are carried out individually and the ballots are presented by the Independent Proxy.

### 5.1 The ballot produces the following results for Philippe Weber

Yes-votes	17'310'728
Dissenting-votes	1'095'845
Abstentions	1'945

### 5.2 The ballot produces the following results for Riccardo Braglia

Yes-votes	18'021'633
Dissenting-votes	341'385
Abstentions	45'500

The Chair states that the Annual General Meeting has therewith approved the proposals made by the Board of Directors.

## 6. Election of the Independent Proxy Holder

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 2022.

	<p>The ballot produces the following results:</p> <table border="1" data-bbox="539 398 1406 600"> <tr> <td>Yes-votes</td> <td>18'406'630</td> </tr> <tr> <td>Dissenting-votes</td> <td>813</td> </tr> <tr> <td>Abstentions</td> <td>1'075</td> </tr> </table> <p>The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.</p>	Yes-votes	18'406'630	Dissenting-votes	813	Abstentions	1'075
Yes-votes	18'406'630						
Dissenting-votes	813						
Abstentions	1'075						
	<p><b>7. Election of the Auditors</b></p> <p>The Board of Directors proposes the re-election of Deloitte SA as the Auditors of Medacta Group SA for a term of office of one year ending with the Annual General Meeting for the financial year 2022.</p> <p>The ballot presented by the Independent Proxy produces the following results:</p> <table border="1" data-bbox="539 1104 1406 1305"> <tr> <td>Yes-votes</td> <td>18'167'206</td> </tr> <tr> <td>Dissenting-votes</td> <td>240'901</td> </tr> <tr> <td>Abstentions</td> <td>411</td> </tr> </table> <p>The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.</p>	Yes-votes	18'167'206	Dissenting-votes	240'901	Abstentions	411
Yes-votes	18'167'206						
Dissenting-votes	240'901						
Abstentions	411						
	<p><b>8. Votes on Compensations for the Members of the Board of Directors and the Members of the Executive Management</b></p> <p>The Chair notes that, in accordance with article 12 of the Articles of Association, the following aggregate compensation amounts for members of the Board of Directors as well as for the Executive Management, which are proposed to be approved by the Annual General Meeting, 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.</p>						

## 8.1 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 (article 12, para. 1 (1) of the Articles of Association)

The Board of Directors proposes the 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 2022.

The ballot presented by the Independent Proxy produces the following results:

Yes-votes	18'061'269
Dissenting-votes	310'192
Abstentions	37'057

The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.

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

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 pursuant to article 25 para. 3 of the Articles of Association, covering the period from the Annual General Meeting presently called to the Annual General Meeting for the financial year 2022.

The ballot presented by the Independent Proxy produces the following results:

Yes-votes	15'499'305
Dissenting-votes	2'872'671
Abstentions	36'542

The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.

## 8.2 Approval of the Maximum Aggregate Amount of Remunerations for the Members of the Executive Management

Referencing the background information given in the invitation to the Annual General Meeting, the Chair refers to article 12 of the Articles of Association and asks the Annual General Meeting to vote separately on the proposals by the Board of Directors regarding the following three components of remuneration for the Executive Management.

### a) Approval of the maximum overall fixed remuneration of the members of the Executive Management for the financial year 2023

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 2023.

The ballot presented by the Independent Proxy produces the following results:

Yes-votes	18'223'940
Dissenting-votes	147'921
Abstentions	36'657

The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.

### b) Approval of the maximum overall variable short-term remuneration of the Executive Management for the financial year 2021

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 2021.

The ballot presented by the Independent Proxy produces the following results:

Yes-votes	18'195'106
Dissenting-votes	176'405
Abstentions	37'007

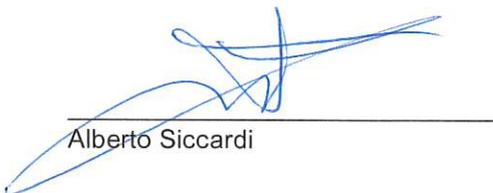
The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.

	<p><b>c) Approval of the maximum overall variable long-term remuneration of the Executive Management for the financial year 2023</b></p> <p>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 2023.</p> <p>The ballot presented by the Independent Proxy produces the following results:</p> <table border="1" data-bbox="528 687 1345 884"> <tr> <td>Yes-votes</td> <td>18'351'400</td> </tr> <tr> <td>Dissenting-votes</td> <td>20'346</td> </tr> <tr> <td>Abstentions</td> <td>36'772</td> </tr> </table> <p>The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.</p>	Yes-votes	18'351'400	Dissenting-votes	20'346	Abstentions	36'772
Yes-votes	18'351'400						
Dissenting-votes	20'346						
Abstentions	36'772						
<p><b>Shareholders' questions on agenda items</b></p>	<p>The Chair states that no questions of shareholders were received by May 13, 2022 on agenda items of the Annual General Meeting to be answered by the Board of Directors during today's meeting.</p>						
<p><b>Closing of the meeting</b></p>	<p>Alberto Siccardi as Chair of the Board of Directors thanks the Shareholders for their confidence. The Board is trustful that next year the Annual General Meeting can be held with physical presence.</p> <p>The Chair closes the meeting at 10:35.</p>						

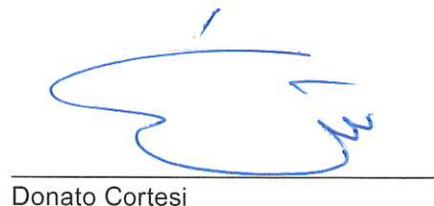
Castel San Pietro, May 19, 2022

Chairman

Secretary and keeper of the minutes



Alberto Siccardi



Donato Cortesi

Exhibits:

Copy of the invitation to the Annual General Meeting  
Voting profile (overview of instructions to independent proxy) produced by SisWare AG

To the Shareholders of Medacta Group SA

# Invitation to the Annual General Meeting



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

Castel San Pietro, April 22, 2022

The ordinary Annual General Meeting of Shareholders of Medacta Group SA, Castel San Pietro, Switzerland will take place on **Thursday, May 19, 2022 at 10.00 am, without physical attendance**, as in the previous year. The Board of Directors has taken the decision in due time to hold the Annual General Meeting without Shareholders being physically present after giving priority to well-being and safety of our Shareholders in relation to the Covid-19 situation.

Accordingly, **Shareholders cannot attend the Annual General Meeting in person**. Shareholders will be able to vote their shares by giving a **power of attorney and related voting instructions to the independent proxy**, either by returning the proxy form or by exercising their voting rights online as per the instructions 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](mailto:investor.relations@medacta.ch).

The Board of Directors thanks the Shareholders for their understanding and is confident that next year the Annual General Meeting can be held under normal circumstances with physical presence.

Medacta Group SA

Alberto Siccardi  
President of the Board of Directors



Francesco Siccardi  
Group CEO



# AGENDA AND PROPOSALS OF THE BOARD OF DIRECTORS

## 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 2021

### 1.1 APPROVAL OF THE MANAGEMENT REPORT, THE ANNUAL STATUTORY FINANCIAL STATEMENTS AND THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2021

Motion: The Board of Directors proposes that the Management Report for the financial year 2021, the Annual Statutory Financial Statements 2021 and the Consolidated Financial Statements 2021 be approved.

### 1.2 CONSULTATIVE VOTE ON THE REMUNERATION REPORT FOR THE FINANCIAL YEAR 2021

Motion: The Board of Directors proposes that the Remuneration Report 2021 be approved in a consultative vote.

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.

## 2. APPROVAL OF THE APPROPRIATION OF AVAILABLE EARNINGS AS OF DECEMBER 31, 2021 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 distribution of CHF 10'700'000 (CHF 0.535 per share)**, 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 are not entitled to the distribution of dividend and to the distribution of the reserves from capital contribution. All the remaining retained earnings as well as the remaining accumulated reserves from capital contribution are proposed to be carried forward.

## 2.1 PROPOSED APPROPRIATION OF AVAILABLE RETAINED EARNINGS

As of December 31, 2021, the available retained earnings of Medacta Group SA are as follows:

Balance of retained earnings brought forward	CHF 27'915'426
Profit of the year of Medacta Group SA	CHF 15'745'903
Change in reserves for treasury shares	(CHF 1'342'660)
<b>Available retained earnings</b>	<b>CHF 42'318'669</b>

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

Dividend distribution out of retained earnings	(CHF 5'350'000)
<b>Balance of retained earnings to be carried forward</b>	<b>CHF 36'968'669</b>

## 2.2 PROPOSED APPROPRIATION OF RESERVES FROM CAPITAL CONTRIBUTION

As of December 31, 2021, the reserves from capital contribution of Medacta Group SA are as follows:

Balance of reserves from capital contribution brought forward	CHF 23'520'000
<b>Total reserves from capital contribution</b>	<b>CHF 23'520'000</b>

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 5'350'000)
<b>Balance of reserves from capital contribution to be carried forward</b>	<b>CHF 18'170'000</b>

Provided that the proposed distributions of the dividend and of the reserves from capital contribution are approved, payments will be made on May 25, 2022 to holders of shares on the record date May 24, 2022. The shares will be traded ex-dividend as of May 23, 2022 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 May 20, 2022.

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

Motion: The Board of Directors proposes to grant discharge from liability to the members of the Board of Directors and the Executive Management for their services in the financial year 2021.

#### 4. ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS AND OF THE CHAIRMAN OF THE BOARD

The term of office of all members of the Board of Directors ends at the Annual General Meeting 2022. All current members stand for re-election. All elections will be carried out individually.

Motion: The Board of Directors proposes the re-election of:

- 4.1 Alberto Siccardi, as Member and Chairman of the Board
- 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 2022.

#### 5. 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 2022.

Motion: The Board of Directors proposes the re-election of:

- 5.1 Philippe Weber, as Member (Chairman)
- 5.2 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 2022.

#### 6. 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 2022.

#### 7. 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 2022.

## 8. 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 can be found in the Annual Report 2021 which includes the Remuneration Report.

### 8.1 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 2022.

#### **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 pursuant to art. 25 (3) of the Articles of Association covering the period from the Annual General Meeting presently called to the Annual General Meeting for the financial year 2022.

### 8.2 APPROVAL OF THE MAXIMUM AGGREGATE AMOUNT OF REMUNERATIONS FOR THE MEMBERS OF THE EXECUTIVE MANAGEMENT

In accordance with art. 12 of the Articles of Association, the Annual General Meeting will be asked to vote separately on the proposals by the Board of Directors regarding the following three components of remuneration for the Executive Management:

- the maximum overall fixed compensation of the Executive Management that may be paid in the subsequent business year (i.e. 2023);
- the maximum overall variable short-term compensation for the Executive Management for the most recently concluded financial year (i.e. 2021); and
- the maximum overall variable long-term compensation of the Executive Management that may be allocated in the subsequent business year (i.e. 2023).

**a) Approval of the maximum overall fixed remuneration of the members of the Executive Management for the financial year 2023**

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 2023.

**b) Approval of the maximum overall variable short-term remuneration of the Executive Management for the financial year 2021**

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 2021.

**c) Approval of the maximum overall variable long-term remuneration of the Executive Management for the financial year 2023**

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 2023.

## ADMINISTRATIVE INFORMATION

Due to the ongoing uncertainties regarding the Covid situation, the Annual General Meeting will be held in written form and Shareholders cannot attend the meeting in person. Shareholders will however be able to vote their shares by giving a power of attorney and related voting instructions to the independent proxy, either by returning the proxy form or by exercising their voting rights online.

### DOCUMENTATION

The complete Annual Report 2021 including the Remuneration Report and the Auditors' Report is published online in English in section "Investors" at [www.medacta.com](http://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

Only Shareholders who are on record in the share register with voting rights on May 16, 2022 are entitled to exercise their voting rights. From May 17, 2022 to and including May 19, 2022, 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.

### REPLY FORM AND REGISTRATION

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

Shareholders who wish to grant a proxy are kindly asked to complete and sign the reply form and send it until May 18, 2022 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 May 17, 2022 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](mailto:investor.relations@medacta.ch), by May 13, 2022. The Board of Directors will respond at the 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>.





---

**REDEFINING BETTER  
IN ORTHOPAEDICS  
AND SPINE SURGERY**

---

[MEDACTA.COM](https://www.medacta.com)

## Medacta Group SA - Annual General Meeting of Shareholders 2022

Overview of instructions to Independent Proxy

Annual General Meeting of 19.05.2022

### Overview agenda items

Number	Agenda item	Total votes	YES	NO	ABSTENTIONS	INVALID
1.1	Approval of the Management Report, the Annual Statutory Financial Statements and the Consolidated Financial Statements for the financial year 2021	18 408 518 100.00%	18 402 200 99.9657%	730 0.0040%	5 588 0.0303%	0 0.0000%
1.2	Consultative vote on the Remuneration Report for the financial year 2021	18 408 518 100.00%	18 187 266 98.7981%	211 077 1.1466%	10 175 0.0553%	0 0.0000%
2.1	Approval of the appropriation of available retained earnings as of December 31, 2021	18 408 518 100.00%	18 407 288 99.9933%	583 0.0032%	647 0.0035%	0 0.0000%
2.2	Approval of the appropriation of reserves from capital contribution as of December 31, 2021	18 408 518 100.00%	18 406 700 99.9901%	741 0.0040%	1 077 0.0059%	0 0.0000%
3	Granting discharge to the Board of Directors and discharge to the Executive Management	4 526 490 100.00%	4 486 680 99.1205%	32 967 0.7283%	6 843 0.1512%	0 0.0000%
4	<b>Election of the members of the Board of Directors and of the Chairman of the Board</b>					
4.1	Re-election of Alberto Siccardi, as Member and Chairman of the Board	18 408 518 100.00%	17 426 614 94.6660%	981 064 5.3294%	840 0.0046%	0 0.0000%

Overview of instructions to Independent Proxy  
Annual General Meeting of 19.05.2022

**Overview agenda items**

Number	Agenda item	Total votes	YES	NO	ABSTENTIONS	INVALID
4.2	Re-election of Maria Luisa Siccardi Tonolli, as Member	18 408 518 100.00%	17 124 540 93.0251%	1 282 958 6.9694%	1 020 0.0055%	0 0.0000%
4.3	Re-election of Victor Balli, as Member	18 408 518 100.00%	18 055 500 98.0823%	350 623 1.9047%	2 395 0.0130%	0 0.0000%
4.4	Re-election of Riccardo Braglia, as Member	18 408 518 100.00%	18 227 471 99.0165%	136 397 0.7409%	44 650 0.2426%	0 0.0000%
4.5	Re-election of Philippe Weber, as Member	18 408 518 100.00%	17 939 597 97.4527%	468 081 2.5427%	840 0.0046%	0 0.0000%
<b>5</b>	<b>Election of the members of the Remuneration Committee</b>					
5.1	Re-election of Philippe Weber, as Member (Chairman)	18 408 518 100.00%	17 310 728 94.0365%	1 095 845 5.9529%	1 945 0.0106%	0 0.0000%
5.2	Re-election of Riccardo Braglia, as Member	18 408 518 100.00%	18 021 633 97.8983%	341 385 1.8545%	45 500 0.2472%	0 0.0000%
6	Election of the Independent Proxy Holder Re-election of Fulvio Pelli, attorney at law	18 408 518 100.00%	18 406 630 99.9897%	813 0.0044%	1 075 0.0059%	0 0.0000%
7	Election of the Auditors Re-election of Deloitte SA	18 408 518 100.00%	18 167 206 98.6891%	240 901 1.3086%	411 0.0023%	0 0.0000%

## Overview agenda items

Number	Agenda item	Total votes	YES	NO	ABSTENTIONS	INVALID
8.1	<b>Approval of remunerations for the members of the Board of Directors</b>					
8.1a	Approval of the maximum aggregate amount of remuneration for the members of the Board of Directors	18 408 518 100.00%	18 061 269 98.1137%	310 192 1.6850%	37 057 0.2013%	0 0.0000%
8.1b	Approval of the overall remuneration for consulting services provided by the members of the Board of Directors	18 408 518 100.00%	15 499 305 84.1964%	2 872 671 15.6051%	36 542 0.1985%	0 0.0000%
8.2	<b>Approval of the maximum aggregate amount of remunerations for the members of the Executive Management</b>					
8.2a	Approval for the maximum overall fixed remuneration for the members of the Executive Management for the financial year 2023	18 408 518 100.00%	18 223 940 98.9973%	147 921 0.8035%	36 657 0.1992%	0 0.0000%
8.2b	Approval of the maximum overall variable short-term remuneration of the Executive Management for the financial year 2021	18 408 518 100.00%	18 195 106 98.8407%	176 405 0.9583%	37 007 0.2010%	0 0.0000%
8.2c	Approval of the maximum overall variable long-term remuneration of the Executive Management for the financial year 2023	18 408 518 100.00%	18 351 400 99.6897%	20 346 0.1105%	36 772 0.1998%	0 0.0000%