

To the Shareholders of Medacta Group SA
Aux Actionnaires de Medacta Group SA

INVITATION TO THE ANNUAL GENERAL MEETING

INVITATION À L'ASSEMBLÉE GÉNÉRALE ANNUELLE



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.

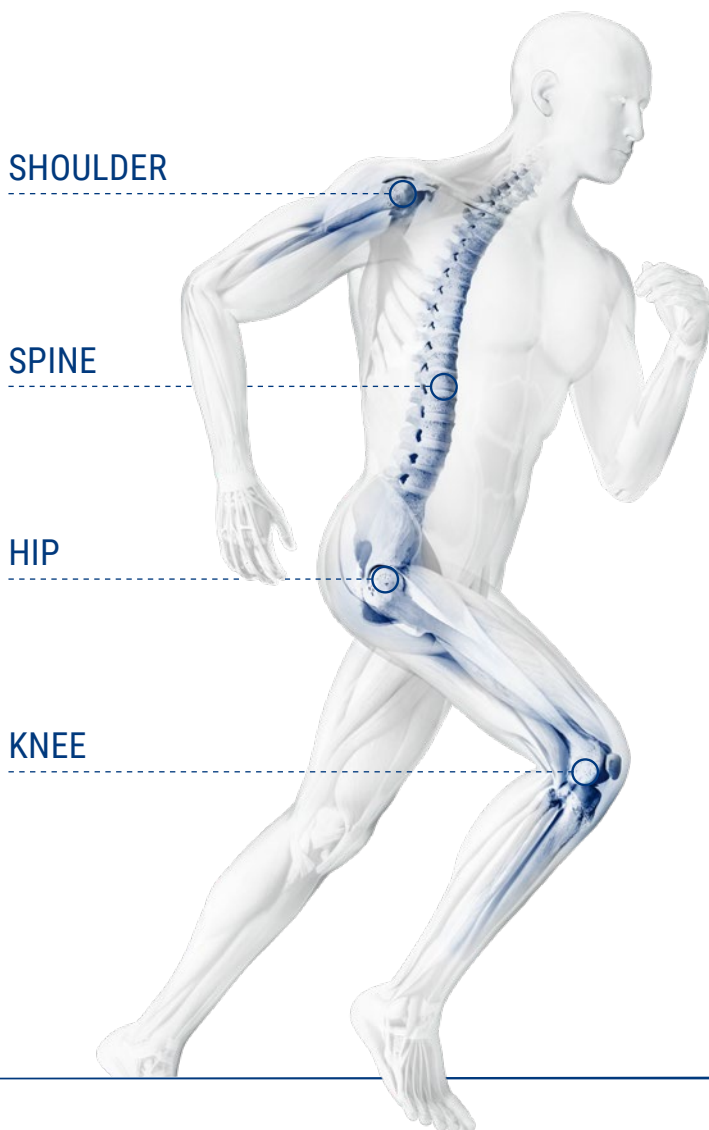
IX. INTERIM PROVISIONS

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



AUX ACTIONNAIRES
DE MEDACTA GROUP SA
Invitation à l'Assemblée Générale Annuelle

Castel San Pietro, 29 mars 2023

L'Assemblée Générale Annuelle ordinaire des Actionnaires de Medacta Group SA, Castel San Pietro, va avoir lieu **jeudi 27 avril 2023 à 09.00 auprès de l'Hotel Splendide Royal, Riva Antonio Caccia 7, Lugano.**

Le Conseil d'Administration est heureux de rencontrer physiquement les actionnaires de la société pour la première fois depuis la cotation à la SIX Swiss Exchange.

Les actionnaires peuvent s'inscrire pour assister en personne à l'Assemblée Générale Annuelle, mais pourront également exercer leur droit de vote en donnant **une procuration et les relatives instructions de vote au Représentant Indépendant ou à un représentant tiers** (qui ne doit pas être un actionnaire) conformément aux instructions et dans les délais décrits dans les informations administratives à la fin de cette invitation.

Les Actionnaires auront la possibilité de poser des questions au Conseil d'Administration avant l'Assemblée Générale Annuelle sur les points à l'ordre du jour par e-mail adressé à investor.relations@medacta.ch.

Le Conseil d'Administration remercie les Actionnaires pour leur confiance et se réjouit de vous rencontrer à Lugano.

Medacta Group SA

Alberto Siccardi

Président du Conseil d'Administration



Francesco Siccardi

CEO du Group



ORDRE DU JOUR ET PROPOSITIONS DU CONSEIL D'ADMINISTRATION

(traduction française de l'original italien exécutoire)

1. APPROBATION DU RAPPORT DE GESTION, DES COMPTES ANNUELS, DES COMPTES CONSOLIDES ET VOTE CONSULTATIF SUR LE RAPPORT DE REMUNERATION POUR L'EXERCICE 2022

1.1 APPROBATION DU RAPPORT DE GESTION, DES COMPTES ANNUELS ET DES COMPTES CONSOLIDES POUR L'EXERCICE 2022

Proposition: le Conseil d'Administration propose l'approbation du Rapport de Gestion, des Comptes Annuels et des Comptes Consolidés, chacun pour l'année 2022.

Explications: Conformément à l'art. 698 al. 2 ch. 3 et 4 du Code suisse des Obligations ("CO"), l'Assemblée Générale est compétente pour approuver le Rapport de Gestion, les Comptes Annuels statutaires et les Comptes Consolidés. Le Rapport Annuel avec le Rapport de Gestion, les Comptes Annuels statutaire et les Comptes Consolidés, chacun pour l'exercice 2022, sont disponibles en ligne dans la rubrique "Investors" sur www.medacta.com.

1.2 VOTE CONSULTATIF SUR LE RAPPORT DE REMUNERATION POUR L'EXERCICE 2021

Proposition: Le Conseil d'Administration propose que le Rapport de Rémunération 2022 soit approuvé dans un vote consultatif.

Explications: Le Rapport de Rémunération décrit la gouvernance et les principes de rémunération et contient les informations relatives aux compensations accordées au Conseil d'Administration et à la Direction Exécutive du Group Medacta. Conformément à l'art. 12 al. 6 des Statuts, le Conseil d'Administration soumet le Rapport de Rémunération à l'Assemblée Générale pour un vote consultatif.

2. APPROBATION DE L'EMPLOI DU BENEFICE DU BILAN AU 31 DECEMBRE 2022 ET DISTRIBUTION DE DIVIDENDE ORDINAIRE ET DE RESERVES ISSUES D'APPORTS DE CAPITAL DE MEDACTA GROUP SA

Le Conseil d'Administration propose à l'Assemblée Générale Annuelle **une distribution totale de CHF 10'778'478 (CHF 0,54 par action donnant droit au dividende)**¹, moitié à distribuer en tant que dividende des bénéfices disponibles et moitié à distribuer des réserves issues d'apports de capital accumulées. La position de l'Administration Fédérale des Contributions est que distributions de réserves issues d'apports de capital, dans la mesure proposée, puissent être payées sans prélever l'Impôt Anticipée suisse. Les actions propres détenues par Medacta Group SA (39'857 actions au 31 décembre 2022) n'ont pas le droit à la distribution du dividende et à la distribution des réserves issues d'apports de capital et ne sont pas prises en compte dans les chiffres cidessus. Il est proposé de reporter à nouveau tous les bénéfices restants ainsi que les restantes réserves issues d'apports de capital accumulées.

¹Ces chiffres sont basés sur le capital-actions émis et en circulation au 31 décembre 2022 et peuvent changer en fonction du nombre d'actions émises et en circulation au 3 mai 2023 (date d'enregistrement).

2.1 PROPOSITION D'AFFECTATION DES BENEFICES AU BILAN DISPONIBLES

Au 31 décembre 2022, les bénéfices disponible résultant du bilan de Medacta Group SA sont les suivants:

Bénéfices reportés	CHF 38'312'165
Bénéfice de l'exercice de Medacta Group SA	CHF 14'731'878
Bénéfice total disponible résultant du bilan	CHF 53'044'043

Proposition: le Conseil d'Administration propose l'emploi suivant du bénéfice disponible résultant du bilan:

Distribution dividende dès bénéfices disponibles au bilan	(CHF 5'389'239)
Bénéfice à reporter à nouveau	CHF 47'654'804

Explications: Conformément à l'art. 698 al. 2 ch. 4 CO, l'Assemblée Générale est compétente d'adopter des résolutions sur l'affectation du bénéfice disponible et la distribution des dividendes. La proposition d'affectation des bénéfices non distribués disponibles, vérifiée par l'Organe de Révision et basée sur les Comptes Annuels statutaires audités, est proposée pour approbation au point 1.1 de l'ordre du jour.

2.2 PROPOSITION D'AFFECTATION DES RESERVES ISSUES D'APPORTS DE CAPITAL

Au 31 décembre 2022, les réserves issues d'apports de capital de Medacta Group SA sont les suivantes:

Réserves issues d'apports de capital reportés	CHF 18'170'836
Totales réserves issues d'apports de capital	CHF 18'170'836

Proposition: le Conseil d'Administration propose l'affectation suivant des réserves issues d'apports de capital:

Distribution des réserves issues d'apports de capital	(CHF 5'389'239)
Solde des réserves issues d'apports de capital à reporter à nouveau	CHF 12'781'597

Explications: Conformément à l'art. 698 al. 2 ch. 6 CO, l'Assemblée Générale est compétente d'adopter des résolutions sur le remboursement des réserves légales de capital. Sous réserve que les distributions proposées du dividende et des réserves issues d'apports de capital soient approuvées, les paiements seront effectués le 4 mai 2023 aux titulaires d'actions à la date d'enregistrement du 3 mai 2023. Les actions seront négociées ex-dividende à partir du 2 mai 2023 et, par conséquent, le dernier jour où les actions pourront être négociées avec droit de percevoir le dividende et les réserves issues d'apports de capital sera la date CUM du 28 avril 2023..

3. DECHARGE AU CONSEIL D'ADMINISTRATION ET A LA DIRECTION EXECUTIVE

Proposition: le Conseil d'Administration propose que l'Assemblée Générale Ordinaire donne décharge aux membres du Conseil d'Administration et de la Direction Exécutive pour leurs services au cours de l'exercice 2022.

Explications: Conformément à l'art. 698 al. 2 ch. 7 CO, donner décharge aux organes responsables de l'entreprise est de droit un pouvoir intransmissible de l'Assemblée Générale.

4. ELECTION DES MEMBRES DU CONSEIL D'ADMINISTRATION

Le mandat de tous les membres du Conseil d'Administration prend fin lors de l'Assemblée Générale Annuelle 2023. Tous les membres actuels se mettent à disposition pour être réélus. Toutes les élections se dérouleront individuellement.

Proposition: le Conseil d'Administration propose l'élection de:

- 4.1 Alberto Siccardi, en tant que Membre
- 4.2 Maria Luisa Siccardi Tonolli, en tant que Membre
- 4.3 Victor Balli, en tant que Membre
- 4.4 Riccardo Braglia, en tant que Membre
- 4.5 Philippe Weber, en tant que Membre

chacun pour une durée de mandat d'un an se terminant à l'Assemblée Générale Annuelle de Medacta Group SA pour l'exercice 2023.

Explications: Conformément à l'art. 698 al. 2 ch. 2 CO, l'Assemblée Générale est compétente pour l'élection des membres du Conseil d'Administration. Tous les membres actuels du Conseil d'administration se mettent à disposition pour être réélus pour un nouveau mandat. Un curriculum vitae de tous les membres du conseil d'administration est inclus dans la section Corporate Governance du Rapport Annuel 2022 et est disponible en ligne dans la section "Investors" sur www.medacta.com.

5. ELECTION DU PRESIDENT DU CONSEIL D'ADMINISTRATION

Proposition: Sous réserve de son élection en tant que membre du Conseil d'Administration au point 4.1 de l'ordre du jour, le Conseil d'Administration propose l'élection de Alberto Siccardi en tant que Président du Conseil d'Administration pour un mandat d'un an prenant fin avec l'Assemblée Générale Annuelle de Medacta Group SA pour l'exercice 2023.

Explications: Conformément à l'art. 698 al. 3 ch. 1 CO, l'Assemblée Générale est compétente pour l'élection du Président du Conseil d'Administration. Dr. Alberto Siccardi se rend disponible pour sa réélection pour un nouveau mandat de Président du Conseil d'Administration.

6. ELECTION DES MEMBRES DU COMITE DE REMUNERATION

Le mandat de tous les membres du Comité de Rémunération prend fin lors de l'Assemblée Générale Annuelle 2023.

Proposition: le Conseil d'Administration propose l'élection de:

- 6.1 Philippe Weber, en tant que Membre
- 6.2 Riccardo Braglia, en tant que Membre

chacun pour une durée de mandat d'un an se terminant à l'Assemblée Générale Annuelle de Medacta Group SA pour l'exercice 2023.

Explications: Conformément à l'art. 698 al. 3 ch. 2 CO, l'Assemblée Générale est compétente pour l'élection des membres du Comité de Rémunération. Tous les membres actuels du Comité de Rémunération se rendent disponibles pour la réélection pour un nouveau mandat. Le Conseil d'Administration a l'intention de nommer Dr. Philippe Weber en tant que Président du Comité de Rémunérations, sous réserve de son élection en tant que membre du Comité de Rémunérations. Au point 10.3 de l'ordre du jour, il est proposé que le Comité de Rémunération soit renommé "Comité des Ressources Humaines et de Rémunération".

7. ELECTION DU REPRESENTANT INDEPENDENT

Proposition: le Conseil d'Administration propose la réélection de Fulvio Pelli, Avocat, en tant que Représentant Independent pour une durée de mandat d'un an se terminant à l'Assemblée Générale Annuelle pour l'exercice 2023.

Explications: Conformément à l'art. 698 al. 3 ch. 3 CO, l'Assemblée Générale est compétente pour l'élection du Représentant Independent. Me Fulvio Pelli remplit les conditions légales et est disponible pour une réélection.

8. ELECTION DE L'ORGANE DE REVISION

Proposition: le Conseil d'Administration propose la réélection de Deloitte SA en tant que Organe de Révision de Medacta Group SA pour la durée d'un an se terminant à l'Assemblée Générale Annuelle pour l'exercice 2023.

Explications: Conformément à l'art. 698 al. 2 ch. 2 CO, l'Assemblée Générale est compétente pour l'élection de l'Organe de Révision. Deloitte SA remplit les conditions légales et est disponible pour une réélection.

9. VOTES SUR LES REMUNERATIONS DES MEMBRES DU CONSEIL D'ADMINISTRATION ET DES MEMBRES DE LA DIRECTION EXECUTIVE

Le Conseil d'Administration propose l'approbation des montants maximales globaux des rémunérations des membres du Conseil d'Administration et de la Direction Exécutive.

Les montants globaux des rémunérations des Membres du Conseil d'Administration et de la Direction Exécutive du Groupe sont considérés inclusifs de toutes les cotisations de sécurité sociale et de prévoyance des Membres du Conseil d'Administration et respectivement de la Direction Exécutive.

Informations supplémentaires concernant le système de rémunération et des détails sur la rémunération des membres du Conseil d'administration et de la Direction Exécutive peuvent être trouvées dans le Rapport de Rémunération, qui est inclus dans le Rapport Annuel 2022 et est disponible en ligne dans la section "Investors" à l'adresse www.medacta.com.

9.1 APPROBATION REMUNERATIONS POUR LES MEMBRES DU CONSEIL D'ADMINISTRATION

a) Approbation du montant maximal global des rémunérations pour les membres du Conseil d'Administration (art. 12 (1) des Statuts)

Proposition: le Conseil d'Administration propose l'approbation du montant maximal global des rémunérations pour le Conseil d'Administration de CHF 1'100'000, couvrant la période de l'Assemblée Générale Annuelle actuellement convoquée à l'Assemblée Générale Annuelle pour l'exercice 2023.

Explications: Conformément à l'art. 698 al. 3 ch. 4 CO et art. 12 ch. 1 des Statuts, l'Assemblée Générale est compétente pour approuver la rémunération du Conseil d'Administration. Les principes régissant la rémunération du Conseil d'Administration sont énoncés à l'art. 25 des Statuts. Les détails de la rémunération du Conseil d'Administration peuvent être trouvés dans le Rapport de Rémunération, qui est inclus dans le Rapport Annuel 2022 et est disponible en ligne dans la section "Investors" sur www.medacta.com. Le montant maximal global des rémunérations des membres du Conseil d'Administration est réputé inclure toutes les cotisations de sécurité sociale et de prévoyance des membres du Conseil d'Administration. Le montant maximal global proposé pour approbation est basé sur l'hypothèse que le Conseil d'Administration sera composé de cinq membres après l'Assemblée Générale Annuelle.

b) Approbation de la rémunération globale pour les services de consultation fournis par les membres du Conseil d'Administration (art. 25 (3) des Statuts)

Proposition: le Conseil d'Administration propose l'approbation du montant global de CHF 150'000 en tant que rémunération pour services de consultation fournis par les Membres du Conseil d'Administration couvrant la période de l'Assemblée Générale Annuelle actuellement convoquée à l'Assemblée Générale Annuelle pour l'exercice 2023.

Explications: Conformément à l'art. 25 al. 3 des Statuts, l'Assemblée Générale est compétente pour approuver la rémunération des services de consultation fournis par les membres du Conseil d'Administration. Les détails de la rémunération du Conseil d'Administration peuvent être trouvés dans le Rapport de rémunération, qui est inclus dans le Rapport Annuel 2022 et est disponible en ligne dans la section "Investors" sur www.medacta.com.

9.2 APPROBATION DU MONTANT MAXIMAL GLOBAL DE REMUNERATION POUR LES MEMBRES DE LA DIRECTION EXECUTIVE

a) Approbation de la rémunération maximale global fixe des membres de la Direction Exécutive pour l'exercice 2024

Proposition: le Conseil d'Administration propose d'approuver une rémunération maximale globale fixe de CHF 1'200'000 pour tous les membres de la Direction Exécutive pour l'exercice 2024.

Explications: Conformément à l'art. 12 ch. 2 des Statuts, l'Assemblée Générale est compétente pour approuver la rémunération maximale globale fixe de la Direction Exécutive susceptible d'être versée au cours de l'exercice suivant, soit l'exercice 2024. Les principes de rémunération de la Direction Exécutive sont décrits dans l'art. 26 des Statuts et dans le Rapport de Rémunération, qui est inclus dans le Rapport Annuel 2022 et disponible en ligne dans la section "Investors" sur www.medacta.com. Le montant proposé de CHF 1'200'000 a été calculé sur la base du cadre de rémunération publié dans le Rapport de Rémunération 2022 pour les membres de la Direction Exécutive. Le montant proposé reste inchangé par rapport au montant total approuvé pour l'exercice 2023 par l'Assemblée Générale 2022. Le montant maximum proposé pour approbation est basé sur l'hypothèse que la Direction Exécutive sera composé de trois membres après l'Assemblée Générale Annuelle.

b) Approbation de la rémunération maximale globale variable à court terme de la Direction Exécutive pour l'exercice 2022

Proposition: le Conseil d'Administration propose d'approuver une rémunération maximal globale variable à court terme, incluant les charges sociales, de CHF 1'350'000 pour tous les membres de la Direction Exécutive pour l'exercice 2022.

Explications: Conformément à l'art. 12 ch. 3 des Statuts, l'Assemblée Générale est compétente pour approuver la rémunération maximal globale variable à court terme de la Direction Exécutive pouvant être versée ou attribuée au titre du dernier exercice clos, soit l'exercice 2022. Les principes de la rémunération de la Direction Exécutive sont décrites à l'art. 26 des Statuts et dans le Rapport de Rémunération, qui est inclus dans le Rapport Annuel 2022 et disponible en ligne dans la section "Investors" sur www.medacta.com. Le montant proposé de CHF 1'350'000 a été calculé sur la base du cadre de rémunération publié dans le Rapport de Rémunération 2022 pour les membres de la Direction Exécutive. Le montant proposé reste inchangé par rapport au montant total approuvé pour l'exercice 2021 par l'Assemblée Générale 2022.

c) Approbation de la rémunération maximal globale variable à long terme de la Direction Exécutive pour l'exercice 2024

Proposition: Le Conseil d'Administration propose d'approuver une rémunération maximale globale à long terme de CHF 800'000 pour tous les membres de la Direction Exécutive pour l'exercice 2024.

Explications: Conformément à l'art. 12 ch. 4 des Statuts, l'Assemblée Générale est compétente pour approuver la rémunération maximale globale à long terme de la Direction Exécutive pouvant être attribuée au cours de l'exercice social suivant, soit l'exercice 2024. Les principes de rémunération de la Direction Exécutive sont décrits à l'art. 26 des Statuts et dans le Rapport de Rémunération, qui est inclus dans le Rapport Annuel 2022 et est disponible en ligne dans la section "Investors" sur www.medacta.com. Le montant proposé de CHF 800'000 a été calculé sur la base du cadre de rémunération publié dans le Rapport de Rémunération 2022 pour les membres de la Direction Exécutive. Le montant proposé reste inchangé par rapport au montant total approuvé pour l'exercice 2023 par l'Assemblée Générale 2022. Le montant maximum proposé pour approbation est basé sur l'hypothèse que la Direction Exécutive sera composée de trois membres après l'Assemblée Générale Annuelle.

10. MODIFICATION DES STATUTS

Remarques préliminaires: Le Conseil d'Administration propose de modifier les Statuts de Medacta Group SA, notamment pour les aligner avec la loi suisse révisée sur les sociétés anonymes entrée en vigueur le 1er janvier 2023. Le libellé des dispositions des Statuts proposé pour modification se trouve (en langue anglaise) en annexe à la présente invitation en tant que comparaison entre l'ancienne et la nouvelle rédaction des articles à modifier. Les modifications proposées sont marquées. L'annexe est disponible en ligne dans la rubrique "Investors" de www.medacta.com et fait également partie de l'invitation publiée dans la Feuille Officielle Suisse du Commerce.

10.1 MODIFICATIONS STATUTAIRES RELATIVES AU CAPITAL-ACTIONS CONDITIONNEL ET AU REGISTRE DES ACTIONS

Proposition: Le Conseil d'Administration propose de modifier les articles 3a et 5 des Statuts tels qu'ils figurent dans l'annexe à la présente invitation.

Explications: Conformément à l'art. 653b al. 1 non. 4 CO, en cas d'augmentation de capital-actions à partir du capital conditionnel, les Statuts doivent contenir une limitation ou une suppression des droits de souscription des actionnaires existants, à moins que les droits d'option ne leur soient attribués. Selon l'art. 653b al. 1 ch. 7 CO, les Statuts doivent de plus préciser la forme d'exercice des droits de conversion ou d'option et de la renonciation à ces droits. Suite à la révision du droit de la société anonyme, les Statuts peuvent désormais également prévoir des moyens

électroniques pour l'exercice de ces droits. Avec la modification de l'art. 3a al. 1 et l'introduction d'un nouvel art. 3a al. 3, ces nouvelles exigences seront reflétées dans les Statuts. Selon l'art. 685d al. 2 CO, en cas d'actions nominatives cotées, la société peut refuser d'accepter un acquéreur comme actionnaire si, à la demande de la société, l'acquéreur omet de déclarer qu'il a acquis les actions en son propre nom et pour son propre compte, qu'il n'existe pas d'accord sur le rachat et la restitution des actions concernées et qu'il supporte le risque économique lié aux actions. Le Conseil d'Administration propose d'introduire la base de limitation de la cessibilité des actions désormais prévue par la loi à l'art. 685d al. 2 CO. Avec la modification de l'art. 5 al. 2 et 3 des Statuts, les nouvelles exigences de l'art. 685d al. 2 CO sont entièrement reflétées.

10.2 MODIFICATION STATUTAIRES CONCERNANT LES DROITS DES ACTIONNAIRES ET L'ASSEMBLEE GENERALE

Proposition: Le Conseil d'Administration propose de modifier les articles 6, 7, 8, 9, 11, 13 et 14 des Statuts tels qu'ils figurent dans l'annexe à la présente invitation.

Explications: Selon l'art. 701a CO, le Conseil d'Administration décide le lieu de l'Assemblée Générale. Aucun actionnaire ne sera indûment gêné dans l'exercice de ses droits dans le cadre de l'Assemblée Générale par le choix du lieu. L'Assemblée Générale peut davantage se tenir en plusieurs endroits en même temps. Dans ce cas, les votes des participants doivent être transmis directement en image et son à tous les lieux de réunion. Conformément à l'art. 701b CO, l'Assemblée Générale peut également se tenir à l'étranger si les Statuts l'autorisent et si le Conseil d'Administration désigne un Représentant Indépendant dans l'avis d'invitation. La modification de l'art. 7 al. 1 des Statuts reflète les nouvelles dispositions et crée dans les Statuts la base nécessaire pour la tenue d'Assemblées Générales à l'étranger.

La révision du droit de la société anonyme permet la participation aux Assemblées Générales par voie électronique. Selon l'art. 701c CO, le Conseil d'Administration peut prévoir que les actionnaires qui ne sont pas présents au lieu physique de l'Assemblée Générale aient la faculté d'exercer leurs droits par voie électronique ("Assemblée Générale hybride"). Conformément à l'art. 701d al. 1 CO, il sera de plus possible de tenir une Assemblée Générale sans lieu physique (c'est-à-dire exclusivement en utilisant des moyens électroniques ; "Assemblée Générale virtuelle") si les Statuts l'autorisent et si le Conseil d'Administration désigne un Représentant Indépendant dans l'avis d'invitation. Avec l'introduction du nouvel art. 7 al. 2 des Statuts, la base nécessaire dans les Statuts pour la tenue d'Assemblées Générales virtuelles est créée.

La révision du droit de la société anonyme renforce encore les droits des actionnaires - en particulier également en ce qui concerne la tenue d'Assemblées Générales et la soumission de points et de propositions à l'ordre du jour - et les règles concernant la préparation et la tenue des

Assemblées Générales sont modernisées et adaptées aux conditions techniques d'aujourd'hui. Dans ce contexte, il est proposé de modifier les dispositions existantes suivantes des Statuts: art. 6 (pouvoir), art. 7 al. 3 (assemblées), art. 8 (invitation / convocation), art. 9 (ordre du jour), art. 11 (procès-verbaux, résolutions), art. 13 (majorité qualifiée pour les résolutions importantes) et art. 14 (Représentant Indépendant).

10.3 MODIFICATIONS STATUTAIRES CONCERNANT LE CONSEIL D'ADMINISTRATION ET L'ORGANISATION

Proposition: Le Conseil d'Administration propose de modifier les articles 6, 11, 17, 19, 20, 23, 25, 26 et 31 des Statuts tels qu'ils figurent dans l'annexe à la présente invitation.

Explications: La révision du droit de la société anonyme élargit légèrement le catalogue des fonctions incessibles et inaliénables du Conseil d'Administration. Les modifications à l'art. 17 al. 1 ch. 8 et 10 des Statuts reflètent les fonctions intransmissibles et inaliénables du Conseil d'Administration telles qu'elles sont définies dans la nouveau droit de la société anonyme .

Selon l'art. 730a al. 4 CO, afin de renforcer la position de l'organe de révision (ainsi que des actionnaires minoritaires qui s'appuient sur l'organe de révision) sous le nouveau CO, la révocation de l'organe de révision n'est désormais possible que pour un motif valable. La modification de l'art. 20 al. 4 des Statuts met en œuvre cette nouvelle exigence.

En vertu de la nouvelle loi suisse sur les sociétés par actions, toutes les annonces à des tiers (par exemple aux créanciers de la société) requises par la loi doivent être faites dans la Feuille Officielle Suisse du Commerce (FOSC). Étant donné que de telles annonces doivent de toute façon être publiées dans la FOSC, la FOSC ne doit pas être explicitement mentionnée à nouveau comme support de publication pour les annonces à des tiers dans les Statuts. Par conséquent, le contenu obligatoire des Statuts ne contiendra désormais que la forme de communication entre la société et ses actionnaires. Celle-ci détermine également la forme sous laquelle l'Assemblée Générale doit être convoquée. Les art. 8 et 31 des Statuts sont modifiés en conséquence.

De plus, le Conseil d'Administration propose de renommer le Comité de Rémunération en "Comité des Ressources Humaines et de Rémunération". Les compétences du Comité des Ressources Humaines et de Rémunération restent les mêmes. Le nom du comité à l'art. 6, 11, 17, 19, 23, 25 et 26 des Statuts sont modifiés en conséquence.

10.4 MODIFICATIONS STATUTAIRES CONCERNANT LES DISPOSITIONS SUR LA REMUNERATION DANS LE CADRE DU NOUVEAU DROIT SUISSE DES SOCIÉTÉS ANONYMES

Proposition: Le Conseil d'Administration propose de modifier les articles 23, 24, 28 et 29 des Statuts tels qu'ils figurent en annexe à la présente invitation.

Explications: Avec la révision du droit de la société anonyme, les dispositions relatives au nombre de mandats externes autorisés que les membres du Conseil d'Administration et de la Direction Exécutive peuvent exercer ont été redéfinies (voir art. 626 al. 2 al. 1 CO). De plus, les mandats dans ce contexte ont été redéfinis. Ces modifications sont adoptées avec la modification de l'art. 23 al. 1 et 2 des Statuts. Conformément à l'art. 735c al. 2 CO, l'indemnisation des membres actuels et anciens de la Direction Exécutive pour les obligations de non-concurrence n'est pas autorisée si elle excède la rémunération moyenne versée à ce membre au cours des trois derniers exercices. L'art. 24 al. 3 des Statuts est modifié en conséquence.

Art. 735c ch. 7 et 8 CO énumère les rémunérations inadmissibles pour les membres actuels et anciens du Conseil d'Administration et de la Direction Exécutive ou pour les personnes qui leur sont étroitement liées. Art. 28 al. 1 des Statuts sera modifié pour refléter pleinement les nouvelles exigences.

Art. 735a CO limite l'utilisation du montant supplémentaire aux nouveaux membres de la Direction Exécutive. L'utilisation pour des promotions au sein de la Direction Exécutive n'est plus autorisée. Art. 29 al. 1 et 2 des Statuts doivent être modifiés en conséquence.

INFORMATIONS ADMINISTRATIVES

Les actionnaires peuvent s'inscrire pour assister à l'assemblée en personne, mais peuvent également exercer leur droit de vote en donnant une procuration et des relatives instructions de vote au Représentant Indépendant ou à un représentant tiers (qui ne doit pas être un actionnaire), soit en retournant le formulaire de procuration ou en exerçant leur droit de vote en ligne.

DOCUMENTATION

Le Rapport Annuel complet 2022, y compris le Rapport de Rémunération ainsi que le Rapport de l'Organe de Révision, est disponible en ligne en version anglaise sur le site www.medacta.com dans la section "Investors" et peut être consulté au siège de Medacta Group SA. Le Rapport Annuel imprimé sera envoyé aux Actionnaires à leur demande, en version anglaise.

DATE D'ENREGISTREMENT ET CARTES DE VOTE

Seuls les Actionnaires inscrits au registre des actions avec droit de vote à la date du 24 avril 2023, 17.00 (CEST) ont le droit d'exercer leurs droits de vote. Du 24 avril 2023, 17.00 (CEST) au 27 avril 2023 inclus, aucune inscription ne sera faite au registre des actions qui créerait un droit de vote à l'Assemblée Générale Annuelle. Les Actionnaires qui vendent une partie ou la totalité de leurs actions avant l'Assemblée Générale Annuelle n'ont plus le droit de vote à cet égard.

Vous pouvez vous inscrire par écrit ou par voie électronique à l'Assemblée Générale Annuelle jusqu'au 24 avril 2023, 17h00 (CEST). Vous pouvez trouver des directives afférentes dans le formulaire d'inscription ci-joint. A compter du 25 avril 2023, les cartes d'enregistrement et de vote seront envoyées par courrier aux actionnaires inscrits à l'Assemblée Générale.

Les informations sur les résultats du vote de l'Assemblée Générale Annuelle seront publiées par communiqué de presse après l'Assemblée Générale Annuelle et seront disponibles dans la section "Investors" sur www.medacta.com.

FORMULAIRE DE REPONSE ET REGISTRATION

Joint à l'invitation adressée aux Actionnaires se trouve le formulaire de réponse et de procuration, qui peut être utilisé pour octroyer procuration au Représentant Indépendant, Me Fulvio Pelli, ou à un représentant tiers.

Les Actionnaires qui souhaitent octroyer une procuration sont priés de remplir et signer le formulaire de réponse et de l'envoyer jusqu'au 25 avril 2023 à 11h59 au plus tard (date de réception) à l'adresse suivante: Medacta Group SA, c/o SisWare AG, Militärstrasse 3, CH-6467 Schattdorf. Alternativement, les Actionnaires peuvent octroyer leur pouvoir au Représentant Indépendant en exerçant leurs droits de vote en ligne en utilisant leur code de vote personnel reporté dans le formulaire de réponse et de procuration, jointe à l'invitation qui leur a été envoyée. La période de vote en ligne se termine le 25 avril 2023 à 11h59. Les Actionnaires qui exercent leur droit de vote en ligne sont priés de ne pas renvoyer en plus leur formulaire de réponse et de procuration par poste.

QUESTIONS DES ACTIONNAIRES PAR RAPPORT AUX SUJETS A L'ORDRE DU JOUR

Les Actionnaires auront la possibilité de poser questions au Conseil d'Administration sur les points à l'ordre du jour par e-mail adressés à investor.relations@medacta.ch, jusqu'au 21 avril 2023. Le Conseil d'Administration répondra lors de l'Assemblée Générale elle-même. Medacta se réserve le droit de répondre aux questions globalement ou individuellement, en citant éventuellement le nom de l'Actionnaire qui a posé la question. Medacta Group SA, en tant que Contrôleur de Données, traitera toutes les données personnelles vous concernâtes conformément aux lois applicables en matière de protection de données et conformément à la Politique sur la Privacy de Medacta, disponible sur <https://www.medacta.com/EN/privacy-policy>.

ANNEXE: DETAILS PAR RAPPORT AUX MODIFICATIONS DES STATUTS

On trouvera ci-après une comparaison entre l'ancienne et la nouvelle formulation des dispositions des Statuts en langue anglaise. Les Statuts comportent une version italienne et une version anglaise. La version italienne des statuts est la version de référence et elle est jointe à la version italienne de l'invitation à l'assemblée générale annuelle, qui sera disponible en ligne dans la section "Investors" à l'adresse 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

Notes

[illegible]

Notes

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