

# Invitation to the Annual General Meeting of Medartis Holding AG

**Wednesday, April 17, 2024, 9 a.m.**

(door opens at 8 a.m.)

Headquarters of Medartis Holding AG  
Hochbergerstrasse 60E, 4057 Basel, Switzerland

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electronic delivery  
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admission tickets at  
[medartis.netvote.ch](https://medartis.netvote.ch)

# To the shareholders of Medartis Holding AG

Basel, March 26, 2024

Dear Madam or Sir,

We are pleased to invite you to the Annual General Meeting of Medartis Holding AG (Medartis) on April 17, 2024 at 9 a.m.. Please find enclosed the agenda of the Annual General Meeting, the reply form (to order admission cards or to appoint the independent voting representative) as well as an abridged version of the Annual Report 2023 (the full report is available on [www.medartis.com/investors](http://www.medartis.com/investors)).

Please complete and sign the reply form and return it to our share registrar, «areg.ch», as soon as possible, but no later than April 15, 2024. If you wish to be represented by the independent voting representative, please indicate your voting instructions on the reply form before returning it. Alternatively, you can register online for the Annual General Meeting and provide instructions to the independent voting representative via the website <https://medartis.netvote.ch>.

Admission cards will be sent out as of April 9, 2024. If you would like to be represented by a third party, please hand over the original of your admission card, including instructions and signature, to your representative.

As last year, the Annual General Meeting will be held at the Medartis headquarters, Hochbergerstrasse 60E in Basel. Following the Annual General Meeting you are cordially invited to join us for a snack.

We look forward to welcoming you to the Annual General Meeting of Medartis.

Yours sincerely,

**Medartis Holding AG**



Marco Gadola  
Chairman of the Board of Directors

**Attachments:**

- Reply form and envelope
- Excerpt from the 2023 Annual Report

# Agenda and proposals of the Board of Directors

## 1. **Approval of the Management Report, the Annual Financial Statements and the Consolidated Financial Statements for the financial year 2023**

The Board of Directors proposes that the Management Report, the Annual Financial Statements and the Consolidated Financial Statements 2023 be approved.

## 2. **Approval of the appropriation of available earnings and dividend payment for the financial year 2023**

The Board of Directors proposes that the result for the financial year 2023 of Medartis be used as follows:

<b>Annual result for 2023</b>	CHF	446'400
<b>Loss carried forward from previous years</b>	CHF	-28'573'100
<b>Balance carried forward</b>	CHF	-28'126'700

No dividend will be distributed.

## 3. **Discharge of the Board of Directors**

The Board of Directors proposes that the members of the Board of Directors be granted discharge for their activities during the term of office from the Annual General Meeting 2023 until the Annual General Meeting 2024.

## 4. **Compensation**

### 4.1 **Consultative vote on the Remuneration Report for the financial year 2023**

In addition, the Board of Directors proposes that the 2023 Remuneration Report be approved in a consultative vote. The Remuneration Report sets out the relevant principles of Medartis' compensation system and contains information about the compensation paid to the Board of Directors and the Executive Management Board. The Remuneration Report is published online exclusively in English and is available on [www.medartis.com/investors](http://www.medartis.com/investors).

### 4.2 **Approval of the Compensation of the Board of Directors for the term of office from the Annual General Meeting 2024 to the Annual General Meeting 2025**

The compensation paid to the Board of Directors consists of a fixed compensation, which in accordance with the Articles of Association is paid in cash and/or in the form of shares.

According to the "Restricted Share Plan for the Board" approved by the Board of Directors, the members of the Board of Directors have the option to receive all or a part of their compensation in form of Medartis shares with a blocking period of two years at a discount of 15% instead of cash.

The Board of Directors determines the amount of remuneration of the individual members of the Board of Directors subject to and within the limits of the maximum total amount approved by the Annual General Meeting.

The Board of Directors proposes to pay a fixed compensation for all members of the Board of Directors together for the term of office from the Annual General Meeting 2024 to the Annual General Meeting 2025 of a maximum total amount of CHF 1'983'761 (including related social insurance costs).

#### **4.3 Approval of the Compensation of the Executive Management Board**

The compensation paid to the Executive Management Board consists of a fixed basic compensation component, which is paid in cash and includes other benefits (company car or car allowance, share benefit (ESPP), voluntary family allowance etc.) as well as a variable performance-related short-term and long-term compensation component.

Detailed information on the individual remuneration elements can be found in the remuneration report, which is available in English at <https://www.medartis.com/investors>.

##### **4.3.1 Approval of the fixed compensation of the Executive Management Board for the financial year 2025**

The Board of Directors proposes to approve a maximum total fixed compensation of CHF 3'898'112 (including fringe benefits and related social security costs) for all members of the Executive Management Board collectively for the financial year 2025.

##### **4.3.2 Approval of the variable compensation of the Executive Management Board for the current financial year**

The Board of Directors proposes a total variable compensation in the maximum amount of CHF 5'875'891 (including related social security costs) for all members of the Executive Management Board collectively for the current financial year.

#### **5. Approval of the Sustainability Report (report on non-financial matters) for the financial year 2023**

With the introduction of Art. 964a-c of the Swiss Code of Obligations, Medartis is obliged for the first time this year to prepare a sustainability report (report on non-financial matters) and submit it to the shareholders for approval.

The Sustainability Report covers environmental matters, in particular the CO<sub>2</sub> targets, social issues, employee-related issues, respect for human rights and combating corruption and contains the information required to understand the business performance, the business result, the state of the company and the effects of its activity on these non-financial matters. The Sustainability Report can be found on pages 23 – 76 of the Annual Report.

The Board of Directors proposes that the Sustainability Report 2023 be approved.

## **6. Election of the Board of Directors and the Chairman**

The term of office of all members of the Board of Directors ends at the 2024 Annual General Meeting.

Accordingly, the Board proposes the:

### **6.1. Re-election of Marco Gadola, as a member and as Chairman**

### **6.2. Re-election of Dr. h.c. Thomas Straumann, as a member**

### **6.3. Re-election of Willi Miesch, as a member**

### **6.4. Re-election of Damien Tappy, as a member**

### **6.5. Re-election of Nadia Tarolli Schmidt, as a member**

### **6.6. Re-election of Ciro Römer, as a member**

as well as the

### **6.7. Election of Jennifer Dean, as a member**

### **6.8. Election of Martha Shadan, as a member**

each for a term of office of one year ending with the closing of the 2025 Annual General Meeting.

The curriculum vitae of the two new members can be found in the enclosed extract from the 2023 Annual Report.

## **7. Election of the Members of the Remuneration Committee**

The Board of Directors proposes the:

### **7.1 Re-election of Damien Tappy, as a member**

as well as the

### **7.2 Election of Marco Gadola, as a member**

each for a term of office of one year ending with the closing of the 2025 Annual General Meeting.

## **8. Election of the independent voting representative**

The Board of Directors proposes the re-election of NEOVIUS AG, Basel, as the independent voting representative for a term of office of one year ending with the closing of the 2025 Annual General Meeting.

## **9. Election of the auditors**

The Board of Directors proposes the re-election of Ernst & Young AG, Basel, as statutory auditors for the financial year 2024.

# Organizational Details and Additional Information

## **A 2023 Annual Report (incl. Remuneration Report)**

The 2023 Annual Report including the Remuneration and Sustainability Report as well as the corresponding reports of the statutory auditors have been available online in English since March 12, 2024 (<https://www.medartis.com/investors>).

An excerpt of the 2023 Annual Report in English is attached to this invitation and is also available online on <https://www.medartis.com/agm>.

## **B Registration/Admission Cards**

Shareholders registered in the share register of Medartis with voting rights at 5:00 p.m. CET on April 8, 2024 are entitled to participate and vote at the Annual General Meeting.

Shareholders, who wish to participate in person at the Annual General Meeting or to be represented by the independent voting representative or by a third party are requested to return the reply form attached to this invitation by mail to the share registrar, areg.ch ag, Fabrikstrasse 10, 4614 Hägendorf, Switzerland. In order to ensure that votes can be cast, the reply form must be received by the share registrar no later than April 15, 2024.

Admission cards will be dispatched as of April 9, 2024.

## **C Representation**

Shareholders who do not attend the Annual General Meeting in person may be represented by the independent voting representative, NEOVIUS AG, Hirschgässlein 30, 4010 Basel, Switzerland or a third party.

Shareholders who wish to be represented by the independent voting representative are required to specify their voting instructions on the reply form, sign the reply form by hand and send it to the share registrar to be received by April 15, 2024.

Shareholders who wish to be represented by a third party are required to order an admission card, to sign the power of attorney on the admission card by hand and to submit it to their proxy representative together with their voting materials.

## **D Electronic Communication**

Shareholders may issue proxies and instructions to the independent voting representative electronically via <https://medartis.netvote.ch>. The instructions must be recorded no later than 11:59 a.m. CET on April 15, 2024.

## **E Requests to Speak**

Shareholders wishing to comment on an agenda item during the Annual General Meeting are requested to contact our staff at the speakers registration desk in the auditorium before the Annual General Meeting begins.

## **F Translation**

This document is the English translation of the German original invitation. In case of any discrepancies between the English translation and the German original, the German original shall prevail.

# Location – how to find us.

## **By car**

A2 / A3: Exit Basel-Kleinhüningen / Weil am Rhein.

Continue in the direction of Stücki / Kleinhüningen on Hochbergerstrasse.

At the traffic circle, take the first exit into Badenstrasse.

Continue for about 100 m until you reach the parking garage sign «Stücki».

Turn left into the parking garage.

In the parking garage, take the elevator to the second floor and follow the signs leading to the main entrance of Medartis.



## **By train**

From Basel Bahnhof SBB:

Tram no. 8 direction «Kleinhüningen» or «Weil am Rhein» until tram stop «Kleinhüningen».

The ride takes about 20 minutes.

Walk from the stop «Kleinhüningen» in the direction of Stücki Park via Stücki-Steg, Hochbergerstrasse and Badenstrasse (about 7 minutes).

From Basel Badischer Bahnhof:

Bus no. 36 direction «Kleinhüningen», get off at bus stop «Hochbergerstrasse» or «Stücki».

Short walk of about 7 minutes.

## **By airplane**

At the EuroAirport Basel-Mulhouse, take EuroAirport Bus no. 50 to Basel Bahnhof SBB. Change for tram no. 8 direction «Kleinhüningen» or «Weil am Rhein» and get off at tram stop «Kleinhüningen».

The travel time from EuroAirport to the Bahnhof SBB is approx. 15 minutes, from the train station Bahnhof SBB to the tram stop «Kleinhüningen» approx. 20 minutes.

Taking a taxi from the airport to Medartis takes about 15 minutes.





