

Invitation to the Annual General Meeting of Medartis Holding AG

Thursday, April 23, 2026, 10:00 a.m.
(doors open at 09:00 a.m.)

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

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To the shareholders of Medartis Holding AG

Basel, April 1, 2026

Dear shareholder,

We are pleased to invite you to the Annual General Meeting of **Medartis Holding AG** («**Medartis**» and together with its subsidiaries the «**Medartis Group**») on April 23, 2026, at 10:00 a.m. at Medartis' headquarters in Basel. Enclosed please find the agenda, the reply form to order an admission card or to appoint the independent proxy, and an excerpt from the 2025 Annual Report. The full report is available online at www.medartis.com/en/investors#reports.

Please complete and sign the reply form and return it to our share registrar, **areg.ch ag, Fabrikstrasse 10, 4614 Hägendorf**, no later than April 21, 2026. If you wish to be represented by the independent proxy, **NEOVIUS AG**, Basel, please include your voting instructions on the reply form. Alternatively, you may register for the Annual General Meeting and submit your voting instructions to the independent proxy electronically at <https://medartis.netvote.ch>.

The admission cards will be sent out as of April 15, 2026. If you wish to be represented by a third party, please hand over the original of your admission card, including your instructions and signature, to your representative.

This year, the programme includes a presentation by hand surgeon Prof. Dr. Philipp Honigmann from the Pratteln Hand Centre. Prof. Honigmann will discuss prosthetic treatment options for thumb basal joint osteoarthritis (rhizarthrosis). This indication constitutes a core competence for KeriMedical, which has been a Medartis Group company since 2025.

The Annual General Meeting will once again be held at Medartis' headquarters, **Hochbergerstrasse 60E in 4057 Basel**. Following the meeting, we cordially invite you to join us for a light refreshment.

We look forward to welcoming you in person at the Medartis Annual General Meeting.

Yours sincerely,

Medartis Holding AG



Marco Gadola
Chairman of the Board of Directors

Attachments:

- Reply form and envelope
- Excerpt from the 2025 Annual Report



[medartis.com/en/
investors#reports](http://medartis.com/en/investors#reports)



medartis.netvote.ch

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 2025 financial year**

Proposal. The Board of Directors proposes that the Management Report, the Annual Financial Statements, and the Consolidated Financial Statements for the 2025 financial year be approved.

Notes. The statutory auditor, Ernst & Young AG, Basel, has confirmed the Consolidated Financial Statements of the Medartis Group and the Annual Financial Statements of Medartis without reservation and recommends their approval.

2. **Appropriation of the annual result and dividend payment for the 2025 financial year**

Proposal. The Board of Directors proposes that the 2025 annual result of Medartis be used as follows:

2025 annual result	CHF	166'684
Loss carried forward from prior years	CHF	-26'920'924
Balance carried forward	CHF	-26'754'240

No dividend will be distributed.

Notes. The requested appropriation of the annual result complies with Swiss law and the Articles of Association.

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

Proposal. The Board of Directors proposes that its members be granted full discharge for their activities during the 2025 financial year.

Notes. The company is not aware of any facts that would preclude a full discharge.

4. **Approval of Compensation**

Notes. The Annual General Meeting decides on the maximum aggregate compensation of the Board of Directors and the Executive Management Board.

- Board of Directors: Fixed compensation in cash, shares or combined (in accordance with the Articles of Association).
- Executive Management Board: Fixed base salary plus fringe benefits (company car or car allowance, employee share discounts, voluntary family allowances) as well as variable short- and long-term compensation elements.

4.1. **Consultative vote on the Compensation Report for the 2025 financial year**

Proposal. The Board of Directors proposes that the 2025 Compensation Report be approved in a consultative vote.

Notes. The Compensation Report on pages 95–112 of the Annual Report explains the principles of the Medartis Group’s compensation system and contains detailed information on the compensation paid to the Board of Directors and the Executive Management Board in the 2025 financial year. Ernst & Young AG has confirmed that the parts of the Compensation Report that need to be audited comply with Swiss law and the Articles of Association. The Compensation Report is available in English at www.medartis.com/en/investors#reports.

4.2. Approval of the compensation of the Board of Directors for the term of office 2026–2027

Proposal. The Board of Directors proposes that a maximum aggregate amount of CHF 1’900’000 for the compensation of the members of the Board of Directors for the term of office until the next Annual General Meeting (including social security contributions) be approved.

Notes. The maximum aggregate amount requested for approval corresponds to the maximum aggregate amount approved at last year’s Annual General Meeting for the previous term of office. The maximum aggregate amount covers both the base fee and the compensation for activities on the Board committees. Members of the Board of Directors may receive all or part of their compensation in Medartis shares (blocking period of two years, 15% discount). The Board of Directors determines the individual compensation of its members within the limits of the maximum aggregate amount approved by the Annual General Meeting. The actual compensation paid will be disclosed in the 2026 Compensation Report and submitted to the shareholders for a consultative vote.

4.3. Approval of the fixed compensation of the Executive Management Board for the 2027 financial year

Proposal. The Board of Directors proposes that a maximum aggregate amount for the fixed compensation of the Executive Management Board for the 2027 financial year of CHF 4’600’000 (including fringe benefits and social security contributions) be approved.

Notes. Compared with the amount approved at last year’s AGM for the 2026 financial year, the proposed increase is driven by two factors: first, the intended appointment of an additional executive member to oversee LATAM operations; and second, compensation adjustments for certain executives whose remuneration was below prevailing industry benchmarks.

4.4. Approval of the variable compensation of the Executive Management Board for the current financial year

Proposal. The Board of Directors proposes that a maximum aggregate amount for the variable compensation of the Executive Management Board for the 2026 financial year of CHF 4’900’000 be approved.

Notes. The variable compensation system rewards the achievement of measurable short- and long-term goals. Starting in 2025, Medartis has revised its Long-Term Incentive Program (LTI): Time-based RSUs (Restricted Share Units) have been replaced by 100% performance-based PSUs (Performance Share Units) for executives. This change

further aligns executive compensation with sustainable shareholder value. Further details are set out in the Compensation Report.

The proposed amount is lower than the figure approved at last year's AGM for the 2025 financial year, reflecting the shift from a mixed RSU/PSU long-term incentive plan to one based entirely on PSUs.

5. Approval of the Sustainability Report for the 2025 financial year

Proposal. The Board of Directors proposes that the 2025 Sustainability Report be approved.

Notes. Medartis prepares the Sustainability Report in accordance with the legal regulations and the recognized GRI Reporting Standard. The report covers environmental matters (in particular CO₂ targets), social and employee-related matters, human rights, and anti-corruption, and contains the legally required disclosures on due diligence in relation to child labor and conflict materials. The company outlines which topics have a relevant influence on its business activities and how the associated opportunities and risks are managed through targets, measures and key figures. The Sustainability Report can be found in the Annual Report on pages 33–69. The Annual Report is available at www.medartis.com/en/investors#reports.

6. Election of the Board of Directors and the Chairman

Notes. The term of office of all members of the Board of Directors ends with the close of the 2026 Annual General Meeting. With the exception of Jennifer Dean, all members are standing for re-election. To ensure the independence of the Board and to maintain a clear separation between supervision and management, none of its members hold an executive position. With the exception of founder and anchor shareholder Dr. h.c. Thomas Straumann, all members standing for election are considered independent in accordance with the Medartis Statement "Independence of the Board of Directors" and the relevant corporate governance guidelines (in particular the "Swiss Code of Best Practice for Corporate Governance" by Economiesuisse). With the diverse expertise of its members in the areas of strategy, leadership, finance, legal, technology and the MedTech industry, the Board of Directors is well positioned to steer the long-term development of the Medartis Group.

Detailed CVs can be found in the Annual Report on pages 77–80. The Annual Report is available at www.medartis.com/en/investors#reports.

Proposal. The Board of Directors proposes, in individual elections for a one-year term of office until the conclusion of the 2027 Annual General Meeting, the:

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

Notes. Marco Gadola has been a member of the Board of Directors since 2020 and Chairman since 2021. He is a member of the Human Resources and Compensation Committee of Medartis.

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

Notes. Dr. h.c. Thomas Straumann has been a member since 1998 and was Chairman of the Board of Directors until 2021. Since 2021, he has served as Vice-Chairman of the Board of Directors and he currently serves as a member of the Strategy and Innovation Committee of Medartis.

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

Notes. Willi Miesch has been a member of the Board of Directors since 2010 and serves as Chairman of the Strategy and Innovation Committee of Medartis.

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

Notes. Damien Tappy has been a member of the Board of Directors since 2018 and serves as Chairman of the Human Resources and Compensation Committee of Medartis.

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

Notes. Nadia Tarolli Schmidt has been a member of the Board of Directors since 2022 and serves as Chair of the Finance and Audit Committee and as Sustainability Delegate (ESG) of Medartis.

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

Notes. Ciro Römer has been a member of the Board of Directors since 2022 and is a member of the Strategy and Innovation Committee of Medartis.

6.7. Re-election of Martha Shadan, as a member

Notes. Martha Shadan has been a member of the Board of Directors since 2024 and is a member of the Finance and Audit Committee of Medartis.

6.8. Election of Yang Xu, as a member

Notes. Yang Xu has more than 20 years of financial experience in the healthcare, consumer goods and manufacturing industries. She has worked in Europe, North America and the Asia-Pacific region and has led teams in multinational companies. With her extensive international expertise in finance and strategy, Yang represents a valuable asset to the Medartis Board of Directors. An abridged version of her CV is included in the attached excerpt from the 2025 Annual Report.

7. Election of the members of the Human Resources and Compensation Committee

Proposal. The Board of Directors proposes, in individual elections for a one-year term of office until the conclusion of the 2027 Annual General Meeting, the:

7.1. Re-election of Damien Tappy, as a member

7.2. Re-election of Marco Gadola, as a member

Notes. The members standing for re-election have the necessary independence and qualifications to supervise the compensation of the Executive Management Board and to review its succession and composition.

8. Election of the Independent Proxy

Proposal. The Board of Directors proposes that NEOVIUS AG, Basel, be re-elected as the independent proxy for a one-year term of office until the conclusion of the 2027 Annual General Meeting.

Notes. NEOVIUS AG fulfils all legal and statutory independence criteria.

9. Election of the Statutory Auditor

Proposal. The Board of Directors proposes that Ernst & Young AG, Basel, be re-elected as statutory auditor for the 2026 financial year.

Notes. Ernst & Young AG fulfils all legal and statutory independence criteria.

Organizational Details and Additional Information

A 2025 Annual Report (incl. Compensation Report and Sustainability Report)

The 2025 Annual Report, including the Compensation Report and the Sustainability Report as well as the corresponding reports of the statutory auditor, has been available in English since March 17, 2026, at www.medartis.com/en/investors#reports.

An excerpt from the 2025 Annual Report is enclosed with this invitation and is also available at www.medartis.com/en/investors#agm.

B Registration / Admission Cards

Shareholders registered in the Medartis share register with voting rights at 5:00 p.m. on April 14, 2026, are entitled to attend and vote at the Annual General Meeting.

Shareholders who wish to attend the Annual General Meeting in person are requested to return the enclosed reply form to the share registrar, areg.ch ag, Fabrikstrasse 10, 4614 Hägendorf, Switzerland. To ensure that votes can be cast, the reply form must be received by the share registrar no later than April 21, 2026.

The admission cards will be dispatched as of April 15, 2026.

C Representation

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

Shareholders who wish to be represented by the independent proxy are requested to include their voting instructions on the reply form, sign the reply form by hand, and return it to the share registrar, areg.ch ag, no later than April 21, 2026.

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

D Electronic Communication

Shareholders may also provide their instructions to the independent proxy electronically at <https://medartis.netvote.ch>. The instructions must be submitted no later than 11:59 a.m. on April 21, 2026.

E Request to speak

Shareholders intending to comment on an agenda item at the Annual General Meeting are kindly requested to register at the speakers' desk in the auditorium before the start of the meeting.

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 roundabout, 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.



GV 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 tram 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

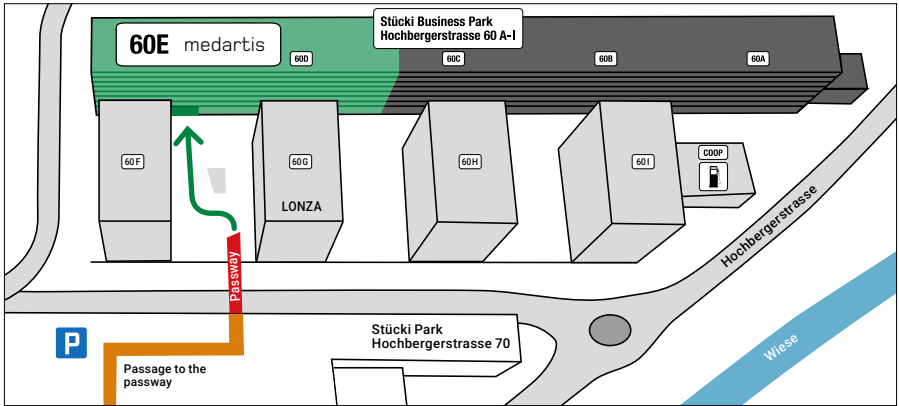
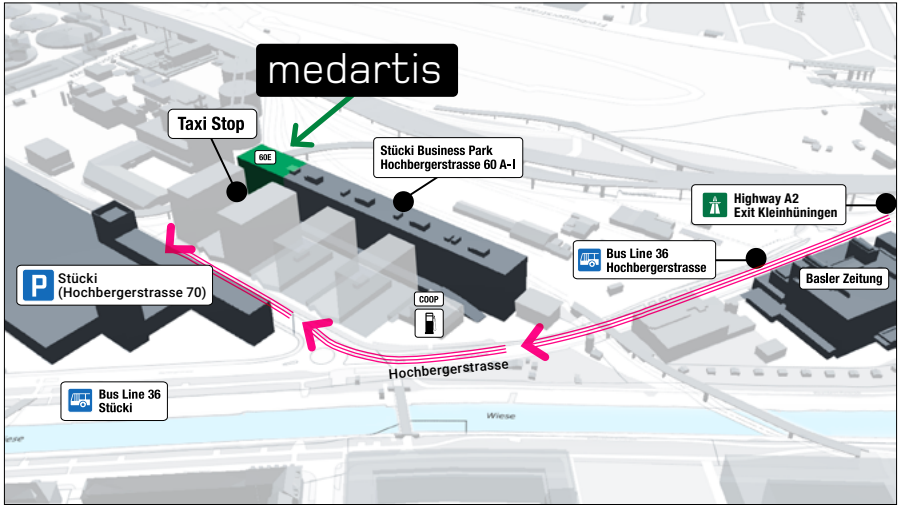
At the EuroAirport Basel-Mulhouse, take EuroAirport Bus no. 50 to Basel Bahnhof SBB. Change for tram no. 8 direction «Kleinhüningen» or «Weil am Rhein» and get off at tram stop «Kleinhüningen».

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.



Find us here:
Hochbergerstrasse 60E
4057 Basel





[medartis.com](https://www.medartis.com)