Medacta International

Corporate Governance Report

Medacta's QuickStitch

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Medacta International

EFFICIENT EXECUTION

We take ownership and **accountability** in everything we do and **we deliver results** in the most efficient way!

#beMedacta CULTURE A KEY FOR SUSTAINABLE SUCCESS

- TRUST AND INTEGRITY
- EFFICIENT EXECUTION
- PATIENT AND CUSTOMER FOCUSED
- SUSTAINABLE INNOVATION
- TEAMWORK

Medacta is committed to build value and trust with all the stakeholders. Good corporate governance is an essential element of Medacta's values.

Medacta's corporate governance principles are set out in the Articles of Association[1], the Organizational Regulations[2], the Corporate Compliance System including Medacta's Code of Business Conduct and Ethics[3] and the MedTech Europe Industry Code of Conduct[4], the Charters of the Board Committees and internal policies on quality, IT, privacy as well as employee regulations. Further, we take into account the recommendations of the Swiss Code of Best Practice for Corporate Governance. The Group's corporate governance disclosures described in this report are in compliance with the Directive on Information relating to Corporate Governance[5] published by SIX Exchange Regulation.

1. Group structure and shareholders

1.1 Group structure

Organizational Group structure

Medacta Group SA ("Company"), Strada Regina 34, 6874 Castel San Pietro, Switzerland, the ultimate parent company of the Group, is a stock corporation under the laws of Switzerland and is listed on the SIX Swiss Exchange (valor number: 46852522, ISIN: CH0468525222, SIX ticker symbol: MOVE, LEI: 506700P2PFU3A3DROC14). The market capitalization of the Company as per December 31, 2025 was CHF 3.1 billion.

Our headquarters and production facilities are located in Castel San Pietro and Rancate, Switzerland, where we have 1'085 employees in the aggregate. The Group Executive Management is based at our headquarters in Castel San Pietro and Rancate, Switzerland and they are responsible for executing the decisions of the Board of Directors and implementing the strategy of the Group.

Medacta constitutes with only one segment which reflects the internal organizational and management structure used within the Group. The Chief Operating Decision Maker (CODM) for the segment is our Chief Executive Officer, Francesco Siccardi. Our CEO is supported by other members of our Group Executive Management. Upon the proposal of the Human Resources & Remuneration Committee, and in alignment with our vision for future growth, the Board of Directors decided on March 12, 2024, to expand our Group Executive Management team. Building on the existing GEM—composed of Francesco Siccardi (CEO), Corrado Farsetta (CFO), and Alessandro Siccardi (CSCO)—we welcomed Massimiliano Bernardoni (Chief Innovation Officer, CIO), Giovanni Niccolò Galli (Chief Commercial Officer, CCO), and Asif Hussain (Chief People Officer, CPO) to the team.

The Extended Group Management, which comprises our Global Marketing Director, Technical Director, Group Vice-President Spine and Group Vice-President Sportsmed and Group Senior Vice-President Joint are also based at our headquarters and under the supervision of the CEO, save for the Technical Director who reports directly to the Chief Supply Chain Officer. The Chief Commercial Officer is responsible for the regional Directors who oversee and manage our international branches. Our international branches are responsible for overseeing our salesforce, which consists of direct sales representatives and marketing employees, independent agents, and distributors.

Group Companies

No other company controlled by Medacta Group SA is listed on a stock exchange.

On December 31, 2025 Medacta Group SA directly or indirectly held 100% of the capital and voting rights in all unlisted consolidated Group companies disclosed in the Financial Report section of this Annual Report under Note 6.2 "Consolidation principles, composition of the Group and significant accounting policies" to the Financial Report.

1 Medacta's Articles of Association are available on Medacta's website at: https://aws-media.medacta.com/media/medacta-group-sa-aoa-statuti-new-2023-final-2023-04-27.pdf

2 Medacta's Organizational Regulations (including the charters of the Board Committees) are available on Medacta's website at: https://media.medacta.com/media/medacta-organizational-regulations-19-july-2021.pdf

3 Medacta's Group Code of Business Conduct and Ethics has been approved by the Board of Directors on 15th December 2021 and it is available at: https://www.medacta.com/EN/code-of-business-conduct

4 MedTech Europe Industry Code of Conduct is available at: code-september-2024.pdf

5 Directive on Information relating to Corporate Governance of SIX Exchange Regulation is available at: https://www.ser-ag.com/en/topics/corporate-reporting.html

Significant shareholders

To the best of our knowledge, the table below shows shareholders owning or representing more than 3% of the voting rights of Medacta as of December 31, 2025. The number of shares shown below and the holding percentages are based on the last disclosure of shareholding communicated by the shareholder to the Company and the Disclosure Office of SIX Swiss Exchange. The number of shares held by the relevant shareholder may have changed since the date of such shareholder's notification.

The individual reports that were published during the year ending December 31, 2025 as well as any reportable changes since the date thereof can also be found on the website of the Disclosure Office of the SIX Swiss Exchange, which also includes the individual reports of the significant shareholders: SIX Exchange Regulation.

Beneficial owner / persons that can exercise the voting rights at their own discretion	Domicile/ Registered Office	Country	Direct Shareholders	Number of shares	Percentage of shares and voting rights
Alberto Siccardi [1]	Sonvico - Lugano	Switzerland	-	13'889'928	69.45%
Maria Luisa Siccardi Tonolli [1]	Villa Luganese	Switzerland	-		
Francesco Siccardi [1]	Campione d'Italia	Italy	-		
Alessandro Siccardi [1]	Montagnola - Collina D'Oro	Switzerland	-		

[1] The Family shareholders (as defined in the "Shareholders' agreement" section here below) comprise a group acting in concert within the meaning of art. 120 et seq. FMIA and its implementing ordinances. See SIX shareholder notification dated February 19, 2025 in relation to the Shareholders' agreement. See also "Shareholders' agreement" (below). As a single person, Alberto Siccardi owns 10.2% of shares and voting rights, Francesco Siccardi owns 19.8% of shares and voting rights, Maria Luisa Siccardi Tonolli and Alessandro Siccardi own 19.7% of shares and voting rights each. Also, section 6 "Ownership of shares and options" of the Remuneration Report, reports the exact number of shares owned by members of the Board of Directors or GEM.

Shareholders' agreement

Alberto Siccardi, Maria Luisa Siccardi Tonolli, Francesco Siccardi and Alessandro Siccardi (collectively, the "Family shareholders") have entered into a shareholders' agreement regarding, inter alia, (i) the uniform exercise of voting rights in the shareholders' meeting of the Company, (ii) the right of representation on the Board of Directors of the Company, (iii) principles regarding dividends distributed by the Company, (iv) transfer restrictions applicable to Family shares (as defined in the Shareholders' Agreement) and (v) purchase options regarding the Family shares.

1.2 Cross-shareholdings

The Group does not have, and has not entered into, any cross-shareholdings with other companies relating to equity or voting rights.

2. Capital structure

2.1 Capital

The share capital of the Company as of December 31, 2025, as registered with the Commercial Register of the Canton Ticino, amounted 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.

2.2 Conditional capital

Medacta Group SA has no category of shares other than registered shares.

Article 3A of the Articles of Association includes conditional share capital for equity-linked rights (employee benefit plans) and provides for the increase in the nominal share capital of the Company in the amount of CHF 50'000 through the issuance of up to 500'000 fully paid-up registered shares with a nominal value of CHF 0.10 each, which in total equates to 2.5 % of the existing share capital.

The conditional share capital can be issued with no limitation of time.

The terms and conditions for the allocation and exercise of the equity-linked rights to eligible officers and employees of the Group are to be determined by the Board of Directors. Pre-emptive rights and advance subscription rights of shareholders are excluded or restricted, respectively, if and to the extent the option rights are not allocated to existing shareholders. The shares may be issued at a price below the market price. The acquisition of registered shares based on article 3A and every subsequent transfer of these registered shares is subject to the transfer restrictions pursuant to article 5 of the Articles of Association.

2.3 Changes in capital

There have been no changes in the share capital in the past seven years. On December 31 of each year since 2019 the share capital was composed of 20'000'000 registered shares with a nominal value of CHF 0.10 each.

2.4 Shares and participation certificates

Medacta Group SA has no other categories of shares other than one category of registered shares entitled to one vote each. The share capital of the Company as of December 31, 2025 amounted 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 shares rank *pari passu* in all respects with each other, including, in respect of entitlements to dividends (if any), to a share in the liquidation proceeds in the case of a liquidation of the Company and to pre-emptive rights.

The Company issues its shares only as uncertificated securities, within the meaning of article 973c of the Swiss Code of Obligations and enters them into the main register of SIS and, consequently, constitutes them as intermediated securities within the meaning of the Swiss Federal Intermediated Securities Act (FISA). In accordance with article 973c CO, the Company maintains a register of uncertificated securities.

2.5 Dividend-right certificates

In 2025, Medacta Group SA did not issue any dividend-right certificates.

2.6 Limitations on transferability and nominee registrations

The Company keeps a Share Register of the registered shares in which the owners/usufructuaries are entered with their 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 their address must inform the Company accordingly.

According to article 5 para. 3 of the Articles of Association, persons not expressly providing the confirmations listed in article 5 para. 2 (i.e. acquisition of the shares in their own name and for their own account; no agreement to take back or return the shares concerned; bearing of the economic risk associated with the shares; to comply with the disclosure requirements stipulated by the Federal Act on Financial Market Infrastructure (FMIA) of 19 June 2015) in their application for entry in the Share Register or upon request by the Company ("Nominees") are 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 in its application for registration, or thereafter upon request by the Company, the Nominee discloses the names, addresses and shareholdings of the persons for whose account the Nominee 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 (FMIA) of June 19, 2015 are complied with. The Board of Directors has the right to conclude agreements with Nominees concerning their disclosure requirements.

According to article 5 para. 4 and para. 5 of the Articles of Association, and subject to article 652b para. 3 of the Swiss Code of Obligations, the described limit for 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 rights arising from shares or any other securities issued by the Company or third parties. For purposes of the aforementioned registration restrictions, 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 a 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 issues its registered shares only as uncertified securities (Wertrechte) and registers them as intermediated securities (in terms of FISA). Uncertified securities may only be transferred by way of assignment provided that they are not registered as intermediated 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 of the Articles of Association. The transfer restrictions according to article 5 are not affected by these regulations. For as long as the shares are in uncertificated form and registered as intermediated securities, any transfer and collateralization of shares has to be made in accordance with the FISA. The transfer of intermediated securities or the granting of security rights on intermediated securities by way of assignment is excluded.

The Company in special cases may on a discretionary basis decide to grant some exceptions to the above restrictions. In 2025, no such exemptions were granted.

The procedure and condition for the easement or abolition of the restrictions of the transferability of the registered shares in the Articles of Association require resolution of a shareholders' meeting passed by at least two thirds of the represented share votes and an absolute majority of the par value of represented shares is required to ease or abolish the restrictions on the transferability of registered shares (see article 13 of the Articles of Association).

The Company's Share Register is administered by SisWare AG, Militärstrasse 3, 6467 Schattdorf, Switzerland.

2.7 Convertible bonds and options

As of December 31, 2025, neither Medacta Group SA, nor any of its subsidiaries, had issued or outstanding any convertible bonds or options convertible into shares of the Company.

3. Board of Directors

The Board of Directors plays a central role in the strategic guidance of the Group as well as supervising the overall business activities and management.

Accordingly, Board candidates are carefully selected to ensure that they are qualified and committed members, characterized by diversity of backgrounds as well as experience and expertise relevant for the specific role they play on the Board of Directors. In addition, because the current Chairman formerly served as Chief Executive Officer of Medacta International SA until 2018, the Board of Directors also has a Lead Independent Director.

The description of the role of the Lead Independent Director is available into section 3.5 "Internal organizational structure" of this Corporate Governance Report.

3.1 Members of the Board of Directors

As of December 31, 2025, the Board of Directors consisted of five Members (including the Chairman and the Lead Independent Director), all of whom are Non-Executive Directors.

The table below outlines the name, year of birth, position, committee memberships and year of appointment of the Members of the Board.

Name	Year of birth	Position	Committee Membership	Year of Appointment
Alberto Siccardi [1]	1944	Chairman	None	2018
Maria Luisa Siccardi Tonolli [2]	1975	Member	ARC	2018
Victor Balli	1957	Member; Lead Independent Director	ARC (Chairman)	2019
Philippe Weber	1965	Independent Director	HR & RemCo (Chairman)	2019
Riccardo Braglia	1960	Independent Director	HR & RemCo	2020

HR & RemCo = Human resources & Remuneration Committee
ARC = Audit and Risk Committee
[1] Founder and Chairman of the Board of Directors of Medacta International since 1999.
[2] Member of the Board of Directors of Medacta International from 2003 until 2014.

Riccardo Braglia, Alberto Siccardi, Maria Luisa Siccardi Tonolli, Philippe Weber and Victor Balli (from left to right).

ALBERTO SICCARDI,

Swiss and Italian, Non-Executive, Chairman of the Board

Qualifications: Mr. Siccardi has a degree in Pharmacy from the University of Turin (1969) and a Master's degree in Business Administration (MBA) from SDA Bocconi School of Management in Milan (1979, with distinction).

Career Highlights: Mr. Siccardi served as CEO of Medacta International since founding Medacta in 1999 until November 2018 and as Chairman of the Company since March 2019. Prior to founding Medacta, the Siccardi's family owned Bieffe Medital SPA, an Italian company operating in the medical device industry. Mr. Siccardi successfully developed and expanded Bieffe Medital internationally, thanks to a new technology which improved the quality and the cost of sterile fluids and then subsequently sold the business developed by Bieffe in many countries to Baxter Group in 1997.

Other main activities: Mr. Siccardi further serves as Chairman of Surgical Practice Resource Group SA, Lugano since 2015 and as Chairman of the Medacta for Life Foundation, Castel San Pietro since 2011. Furthermore, he is Chairman of Verve SA, Castel San Pietro.

Key attributes for the Board: Mr. Siccardi represents continuity, solidity and credibility among the various stakeholders. As founder and major shareholder of Medacta, Mr. Siccardi chairs the Board of Directors with his expertise and in-depth knowledge of the orthopedic products.

MARIA LUISA SICCARDI TONOLLI,

Swiss and Italian, Non-Executive, Member of the Board

Qualifications: Mrs. Siccardi Tonolli holds a Master of Science (MSc) in Business Administration from Bocconi University, Milan (2000) and has completed various professional training courses.

Career Highlights: Mrs. Siccardi Tonolli joined Medacta International SA in 2002 and served as a Member of its Board of Directors from 2003 until 2014. In early 2018, Mrs. Siccardi Tonolli was elected as Member of the Board of Directors of Medacta Group SA to the Board of the Company upon its incorporation. Mrs. Siccardi Tonolli has served in various finance, controlling and treasury roles at the Group maintaining a constant balance between her work commitments and private life. She served as Head of Strategic and Corporate Finance from 2003 until 2014 and then as Vice-President Finance / Treasury Supervisor from 2011 until April 1, 2019. In this role she led the IPO process until the listing on the SIX Swiss exchange. Since the IPO, Mrs. Siccardi Tonolli has exclusively served as a Member of the Board of Directors with a key focus and passion on Group Corporate Sustainability. Mrs. Siccardi is founder and Vice President of Medacta for Life Foundation, centered around the realization of philanthropic initiatives and socially driven projects for the protection and assistance of children and young people. The initiatives of the Foundation can be grouped into three specific areas: development of new generation through My School Ticino (started in 2012), funding for medical missions and participation in social projects. Mrs. Siccardi Tonolli has been responsible for the Siccardi's Family Office for over 20 years, where she heads the wealth management and global real estate. She served as a Member of the Board of Verve SA since 2001, a real estate company domiciled in Switzerland.

Other main activities: Mrs. Siccardi Tonolli has served as the Head of the Siccardi Family Office since 2002. Mrs. Siccardi Tonolli also serves as a Member of the Board of Directors of Surgical Practice Resource Group SA, Lugano since 2015, as Sole Director of Machi Holding SA, Castel San Pietro since 2024, as Vice-President and Member of the Board of Directors of Medacta for Life Foundation, Castel San Pietro since 2011,as Member of the Board of Directors of Verve SA, Castel San Pietro since 2001, and Member of the Board of Directors of Alles Holding SA since 2024.

Key attributes for the Board: As a major shareholder of Medacta Group, Mrs. Siccardi Tonolli contributes with her experience in the field of ESG, finance, controlling, treasury and Real Estate.

VICTOR BALLI,

Swiss, Non-Executive, Member of the Board, Lead Independent Director

Qualifications: Mr. Balli holds a Master's degree in Economics from the University of St. Gallen (HSG) in St. Gallen (1984) and a Master of Science (MSc) in Chemical Engineering from the Swiss Federal Institute of Technology (ETH) in Zurich (1981). He has further completed various management courses at INSEAD, Fontainebleau France and INSEAD, Singapore.

Career Highlights: Mr. Balli was Chief Financial Officer of Barry Callebaut AG, Zurich, the largest global supplier of cocoa and chocolate products from 2007 to 2018. From 1996 to 2006, he was a director at Niantic Group, which represents the investment holding of Dr. Andreas Jacobs, and served in various executive and Board functions at subsidiaries of Niantic Group during that period. Mr. Balli served as Member of the Board of Directors and Chairman of the audit committee of Ceva Logistics AG, Baar from 2018 to 2019.

Other main activities: Member of the Board of Directors and Member of the compensation committee and Chairman of the audit committee of Givaudan SA, Vernier since 2016; Member of the Board of Directors and the Chairman of the audit committee of KWS Saat SE & Co. KGaA, Germany since 2017; since 2018 Member of the Board of Directors of the Swiss Federal Audit Oversight Authority in Bern (Revisionsaufsichtsbehörde, FAOA); since 2018, Member of the Board of Directors and Chairman of the audit committee of Louis Dreyfus Company International Holding B.V., Netherlands; since 2019, Member of the Board of Directors of Hemro AG, Bachenbülach; Member of the Board of Directors, of the audit and sustainability committees of SIKA AG, Baar since 2019.

Key attributes for the Board: In addition to his Board and executive experience in other companies, Mr. Balli has a strong track record in general management, finance and corporate finance.

PHILIPPE WEBER,

Swiss, Non-executive, Member of the Board, Independent Director

Qualifications: Mr. Weber holds a PhD in law (summa cum laude) from the University of Zurich (1995) and an LL.M. (with distinction) from the European University Institute (EUI) in Fiesole, Italy in 1995. He is an attorney-at-law admitted to the Swiss bar.

Career Highlights: Mr. Weber joined Niederer Kraft Frey AG (NKF) in 1994 and became a partner in 2002. In 2009 he became a member of the executive committee of NKF, which he chaired as managing partner from 2015 to March 2021. He continues to be a partner at NKF. From 1990 to 1992, he was a research assistant at the University of Zurich before joining the foreign affairs committees of the two chambers of the Swiss parliament as a legal clerk in 1992/1993.

Other main activities: Board of Directors member of Niederer Kraft Frey AG; Company Secretary of CLS Group Holdings AG, Lucerne (since 2002); Vice-chairman and Member of the Board of Directors of Leonteq AG and Leonteq Securities AG, Zurich (since 2020); Member of the Board of Directors of PolyPeptide Group AG, Zug (since 2021), NorthStar Holding AG, Roggwil (since 2018), Banca del Ceresio SA, Lugano (since 2017), EDAG Engineering Group AG, Arbon (since 2015), and Newron Suisse SA, Zurich (since 2007).

Key attributes for the Board: Mr. Weber has vast experience in corporate/ M&A, capital markets and banking law as well as corporate governance. He complements the Board with his extensive knowledge and experience with regards to legal and corporate matters as well as board member in various other listed and non-listed companies.

RICCARDO BRAGLIA,

Swiss, Non-executive, Member of the Board

Qualifications: Mr. Braglia holds a degree in Business Economics with specialization in Business Industrial Management from Bocconi University, Milan, Italy (1984).

Career Highlights: With a wealth of over 40 years of international experience in the pharmaceutical industry, Riccardo Braglia heads the family-run, privately-owned pharmaceutical company, the Helsinn Group, founded in 1976. Helsinn is a fully integrated, global biopharma company focused on addressing unmet needs in cancer and it has an innovative pipeline of cancer therapeutics, specializing in targeted therapies, and has a commercial portfolio of cancer therapeutic and supportive care products underpinning the business as it progresses its research and development of its fully integrated targeted therapies.

Other main activities: Helsinn Group's Executive Chairman holds various roles in other companies in the healthcare sector in Switzerland and abroad. He is Group Vice-Chairman, CEO and Board Member of 3B Future Holding SA, Chaiman of HAS Healthcare Advanced Synthesis Group and in its affiliate and Board Member of Fondazione Helmut Horten in Switzerland. He is Chairman, CEO and Managing Partner of 3B Future Health Ventures in Monaco (owned by 3B Future Holding SA) and Chairman and General Partner of 3B Future Health Fund I and II in Luxembourg. Moreover, Mr. Braglia is Member of the Board of the Conquer Cancer Foundation, USA, and Member of the CEO Roundtable on Cancer, USA. He is also Member of the Advisory Board of the SDA Bocconi School of Management, Italy.

Key attributes for the Board: Riccardo Braglia has a strong track record in the healthcare industry, general management, marketing, distribution and leadership gained from his successful career. In addition to his business endeavors, Riccardo Braglia is engaged in philanthropic initiatives, supporting cultural, social, artistic activities as well as international research against cancer. He is the Co-founder and Chairman of Fondazione Nuovo Fiore in Africa, Switzerland, a foundation which focuses on providing educational and training aid and promoting, encouraging and supporting basic education for children, reducing illiteracy and social injustice in Africa, and he is also Member of the Board of the Fondazione Gabriele and Anna Braglia, Switzerland, of modern art.

Allocation of tasks within the Board of Directors

Medacta aims to have a well-balanced Board of Directors with individuals who bring a variety of perspectives, backgrounds and skills. Accordingly, Board candidates have been carefully selected to ensure a collective set of important skills/traits. In addition, the Board of Directors carries out an annual self-assessment aimed at identifying strengths and areas of improvement.

The matrix below summarizes the updated set of skills/traits grouped into thirteen categories.

Board of Directors - Competence Matrix	Alberto Siccardi	Maria Luisa Siccardi Tonolli	Victor Balli	Philippe Weber	Riccardo Braglia
Executive experience	✔	✔	✔	✔	✔
Finance, audit, risk management	✔	✔	✔		
Compliance, regulatory, legal	✔		✔	✔	✔
Capital markets, M&A	✔	✔	✔	✔	✔
Core industry experience (medical device)	✔	✔			
Transferable expertise in related industries			✔		✔
Functional experience	✔	✔			✔
International business experience	✔	✔	✔		✔
Digitalization, Technology	✔	✔			✔
Strategy, business, transformation	✔	✔	✔	✔	✔
HR, Compensation	✔	✔		✔	✔
Board Governance	✔	✔	✔	✔	✔
Sustainability	✔	✔	✔	✔	✔

3.2 Other activities and vested interests

Except as disclosed in the biographies of the Members of the Board of Directors, and as outlined below, no further activities or interests are carried out outside of the Group.

The matrix below summarizes the mandates currently covered by the Board Members:

Member of the Board	Enterprise	No profit organization/ No commercial entities	Location	Function
Alberto Siccardi	Surgical Practice Resource Group SA		CH	Chairman
		Medacta For Life Foundation	CH	Chairman
	Verve SA		CH	Chairman
Maria Luisa Siccardi Tonolli	Surgical Practice Resource Group SA		CH	Board Member
	Verve SA		CH	Board Member
		Medacta For Life Foundation	CH	Vice-President and Board Member
	Machi Holding SA		CH	Sole Director
	ALLES Holding SA		CH	Board Member
Victor Balli	Givaudan SA		CH	Board Member
	KWS Saat SE & Co. KGaA		DE	Board Member
		Swiss Federal Audit Oversight Authority in Bern	CH	Board Member
	Louis Dreyfus Company International Holdings B.V.		NL	Board Member
	Hemro AG		CH	Board Member
	SIKA AG		CH	Board Member

Philippe Weber	Niederer Kraft Frey AG		CH	Board Member
	CLS Group Holdings AG		CH	Company Secretary
	EDAG Engineering Group AG		CH	Board Member
	PolyPeptide Group AG		CH	Board Member
	Newron Suisse SA		CH	Board Member
	NorthStar Holding AG		CH	Board Member
	Leonteq AG		CH	Vice-Chairman and Board Member
	Leonteq Securities AG		CH	Vice-Chairman and Board Member
	Banca del Ceresio SA		CH	Board Member
Riccardo Braglia	3B Future Holding SA Group (previously Helsinn Holding & Affiliates)		CH	Vice-Chairman and Board Member
	HAS Healthcare Advanced Synthesis SA & Affiliates		CH	Chairman
	Helsinn Healthcare SA & Affiliates		CH	Executive Chairman
	WS Fashion Group		CH	Board Member
	3G Future SAM		MC	Board Member
	3B Future Health Fund II S.C.A.-Raif SICAV		LU	Board Member
		Fondazione Helmut Horten	CH	Board Member
		Conquer Cancer The ASCO Foundation	USA	Board Member
		Fondazione Gabriele e Anna Braglia	CH	Board Member
		Fondazione Nuovo Fiore in Africa	CH	Board Member
		Fondazione per la ricerca sul cancro nel Ticino	CH	Board Member

3.3 Permitted additional activities pursuant to the Articles of Association

As required by the Swiss Code of Obligations art. 732 et seqq (entered into force on January 1, 2023), and in the interest of good governance, the Articles of Association limit the number of functions in superior management or administrative bodies of legal units other than the Company or its subsidiaries which Members of the Board are allowed to hold at one time.

According to article 23 of the Articles of Association, the Members of the Board of Directors may carry out the following activities in comparable positions in other undertakings with commercial 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 Group:

- 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;
- 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;
- 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;
- up to 20 mandates in associations, charity foundations and employee assistance foundations.

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

All Members of the Board of Directors are within the limits of external mandates stipulated by the Articles of Association.

3.4 Elections and terms of office

In accordance with the Swiss Law, all Members of the Board of Directors, including the Chairman, are elected individually and may only be removed by a shareholders' resolution. The term of office for a Member of the Board of Directors is one year, subject to the possibility of re-election. In this context, a year means the time period between one annual shareholders' meeting and the next one or, if a Member is elected at an extraordinary shareholders' meeting, between such extraordinary shareholders' meeting and the next annual shareholders' meeting. The Board of Directors shall consist of a minimum of three members.

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

If the office of the Chairman of the Board of Directors is vacant, the Board of Directors appoints a substitute for the time period until the conclusion of the next annual shareholders' meeting that must be a Member of the Board of Directors.

At the annual shareholders' meeting 2026, all Members of the Board of Directors will stand for re-election and no new Board Members will be proposed.

For information on the elections and terms of office of the Members of the Human Resources & Remuneration Committee and the Independent Proxy, see section 3.5 "Internal organizational structure" and section 10 "Independent Proxy", respectively.

3.5 Internal organizational structure

Allocation of tasks within the Board of Directors

The internal organizational structure of the Board of Directors is set forth in the Organizational Regulations of Medacta Group SA, that determines the executive bodies of the Company and the Group, defines their responsibilities and competences regarding the management of the Company and of the Group, and regulates the functioning and cooperation of the various bodies in the Group management. The current Chairman of the Board is Alberto Siccardi and the current Lead Independent Director is Victor Balli (see more detailed description below).

To operate effectively and allow in-depth focus in specific areas, the Board of Directors has two standing Board Committees (each, a "Committee"): an Audit and Risk Committee and a Human Resources & Remuneration Committee, described in greater detail below.

The Committees have no decision-making authority of their own and the Board remains ultimately responsible for the tasks delegated to the Committees by law, the Articles of Association, the Organizational Regulations or other internal regulations.

In addition, the Board of Directors has delegated the day-to-day and operational activities of the Company and the Group as a whole to the Group Executive Management under the leadership of the CEO, subject to the duties and powers reserved to the Board by Swiss law, the Articles of Association and the Organizational Regulations. The Group Executive Management is directly supervised by the Board of Directors and its Committees.

At least annually, the Board reviews its own performance, as well as the performance of each of the Committees and the Group Executive Management. Such assessment seeks to determine whether the Board, the Committees and the Group Executive Management function effectively and efficiently. This annual review will be finalized during the approval of the Consolidated Financial Statements 2025 in March 2026.

Tasks of the Lead Independent Director

The Board of Directors has also elected a Lead Independent Director that, among other things, chairs meetings of the Board or the annual/extraordinary shareholders' meeting if the Chairman is required to abstain from the deliberation and decision-taking in case the following items are on the agenda: (i) assessment of the work of the Chairman; (ii) decision of the Board on the request to the annual/extraordinary shareholders' meeting for the re-election or not of the Chairman; (iii) decision about the compensation of the Chairman; and (iv) any other matters in which the Chairman has a conflict of interest. The Lead Independent Director is entitled to call a meeting of the Board whenever he deems fit. If the Chairman is indisposed, the Lead Independent Director shall take the chair at the meetings of the Board and the General Meeting.

Victor Balli is currently serving as the Company's Lead Independent Director.

Working methods of the Board of Directors

Meetings of the Board are held as often as the business requires, but as a general rule at least four times per year and are convened by the Chairman if and when the need arises or whenever a Board Member or the CEO, indicating the reasons, so requests in writing. If the Chairman does not comply with such request within 14 days, the Lead Independent Director may be entitled to call the meeting.

Notice of meetings is given at least five business days prior to the meeting and it sets forth the time, place and agenda of the meeting so that Board Members may have a reasonable understanding of the business intended to be conducted at the meeting. Board Members are provided with all necessary supporting materials at least five business days prior to the meeting.

The Chairman, or in his absence the Lead Independent Director, or in the absence of both, a Board Member designated by the attending Board Members, chairs the meeting.

Each Board Member must disclose to the Chairman and the CEO, respectively, regarding any conflict of interest arising or relating to any matter to be discussed at the meeting of the Board as soon as the Board Member becomes aware of its potential existence. The Chairman (or, if applicable, the Lead Independent Director) and the CEO, respectively, may decide upon appropriate measures to avoid any interference of such conflict of interests with the decision-making of the Company.

In principle (and as set forth by the Organizational Regulations), the CEO and the other Members of the Group Executive Management attend the meetings of the Board as guests without the right to vote. Other members of the management of the Group are expected to participate at meetings of the Board if specific issues falling within the responsibility of that management member are on the agenda. The Chairman decides if and which persons outside the Board are entitled to attend meetings of the Board.

In order to pass resolutions, not less than a majority of the Board Members must be participating in the meeting (whether in person, by phone or videoconference). The Board may pass its resolutions with the majority of the votes cast (simple majority). Abstentions count as votes uncast. In case of a tie of votes, the Chairman has the casting vote.

The minutes are signed by the Chairman (or by other Board Member that chaired the meeting) and the Secretary. Board resolutions may also be passed by means of circular resolutions, by letter, facsimile or pdf-document (e-mail) provided that no Board Member requests within five days of receipt of the proposed resolution either by phone, facsimile or e-mail the deliberation to take place in a meeting. Board resolutions by means of circular resolutions require the affirmative vote of the majority of the Board Members.

The Secretary prepares the agenda for each Board meeting, keeps the Board minutes, and assists the Board, the Chairman and the Lead Independent Director to coordinate and fulfil their duties and assignments. The Secretary is responsible for keeping the Company's official corporate documents and records.

For more details about informational duties of the Committees, see sub-headings "Audit and Risk Committee" and "Human Resources & Remuneration Committee".

Board of Directors meetings 2025

In 2025, the Board of Directors met seven times, both in video conference and in presence, for an average duration of two hours. The CEO along with other members of the Group Executive Management attended each of the seven Board meetings in 2025.

The following table outlines the dates and the attendees of each meeting of the Board of Directors.

Date	Attendees	Other Attendees
03.02.2025	Maria Luisa Siccardi Tonolli (Board Member) Victor Balli (Board Member) Riccardo Braglia (Board Member) Philippe Weber (Board Member) Edoardo Buzzi (Secretary)	Francesco Siccardi (CEO) Alessandro Siccardi (CSCO) Corrado Farsetta (CFO) Luigi Tonolli (Strategic Financial Advisor) Anja Pomrehn (Group VP Sustainability and Investor & Media Relations)
24.03.2025	Board of Directors (All) Edoardo Buzzi (Secretary)	Francesco Siccardi (CEO) Alessandro Siccardi (CSCO) Corrado Farsetta (CFO) Asif Hussain (CPO) Niccolò Galli (CCO) Massimiliano Bernardoni (CIO) Luigi Tonolli (Strategic Financial Advisor) Anja Pomrehn (Group VP Sustainability and Investor & Media Relations)
22.05.2025	Board of Directors (All) Edoardo Buzzi (Secretary)	Francesco Siccardi (CEO) Alessandro Siccardi (CSCO) Corrado Farsetta (CFO) Asif Hussain (CPO) Niccolò Galli (CCO) Massimiliano Bernardoni (CIO) Luigi Tonolli (Strategic Financial Advisor) Anja Pomrehn (Group VP Sustainability and Investor & Media Relations)
30.07.2025	Alberto Siccardi (Chairman) Maria Luisa Siccardi Tonolli (Board Member) Riccardo Braglia (Board Member) Philippe Weber (Board Member) Edoardo Buzzi (Secretary)	Francesco Siccardi (CEO) Alessandro Siccardi (CSCO) Corrado Farsetta (CFO) Asif Hussain (CPO) Niccolò Galli (CCO) Luigi Tonolli (Strategic Financial Advisor) Anja Pomrehn (Group VP Sustainability and Investor & Media Relations)
05.09.2025	Board of Directors (All) Edoardo Buzzi (Secretary)	Francesco Siccardi (CEO) Alessandro Siccardi (CSCO) Corrado Farsetta (CFO) Niccolò Galli (CCO) Asif Hussain (CPO) Massimiliano Bernardoni (CIO) Anja Pomrehn (Group VP Sustainability and Investor & Media Relations) Luigi Tonolli (Strategic Financial Advisor)
19.12.2025	Board of Directors (All) Edoardo Buzzi (Secretary)	Francesco Siccardi (CEO) Alessandro Siccardi (CSCO) Corrado Farsetta (CFO) Niccolò Galli (CCO) Asif Hussain (CPO) Massimiliano Bernardoni (CIO) Luigi Tonolli (Strategic Financial Advisor) Anja Pomrehn (Group VP Sustainability and Investor & Media Relations)

The key topics of the Board of Directors in 2025 included, among other things:

- 2024 full-year unaudited top-line figures;
- 2025 top-line and unaudited figures and full year outlook;
- performance review 2024 and outlook 2025;
- approval of Management Report, Statutory Financial Statements and Consolidated Financial Statements and report on non-financial matters (Sustainability Report) for the financial year 2024 and proposal to AGM for approval;
- approval of the Remuneration Report 2024 and proposal to AGM for consultative vote;
- approval of proposal to AGM for appropriation of available retained earnings as of December 31, 2024, and proposal to AGM of distribution of ordinary dividend and of capital contribution reserves:
    - proposal of appropriation of available retained earnings and dividend distribution;
    - proposal of appropriation and distribution of reserves from capital contribution;
    - approval of Ex-date, Record date and Value (payment) date for distributions of dividend and capital reserves;
- approval of proposal to AGM for discharge to the Board of Directors and discharge to the Group Executive Management;
- approval of proposal to AGM for re-election of the members of the Board of Directors and of the President of the Board;
- approval of proposal to AGM for re-election of the members of the HR & Remuneration Committee;
- approval of proposal to AGM for re-election of the Independent Proxy Holder;
- approval of proposal to AGM for re-election of the Auditors;
- approval of proposal to AGM for remunerations to the members of the Board of Directors:
    - approval of proposal to AGM for the maximum aggregate amount of remuneration for the members of the Board of Directors for the period AGM May 2025 to AGM 2026;
    - approval of proposal to AGM for the remuneration of consulting services provided by the members of the Board of Directors for the period AGM May 2025 to AGM 2026.
- approval of proposal to AGM for the maximum aggregate amounts of remunerations to the members of the Group Executive Management:
    - approval of proposal to AGM for the maximum overall fixed compensation of the Executive Management that may be paid in 2026;
    - approval of proposal to AGM for the maximum overall variable short-term compensation for the Executive Management for the most recently concluded financial year (i.e. 2024);
    - approval of proposal to AGM for the maximum overall variable long-term compensation of the Executive Management that may be allocated in 2026;
- approval of Annual General Meeting procedures, invitation and organization;
- discussion and approval of the Group 3-years business plan (2025-2027);
- discussion on Parcus acquisition, and integration;
- performance targets approval and confirmation of eligible persons of the Group LTIP;
- adjustments to award cycle 2022-2025 and pre-approval vesting and settlement details for participants;
- approval of changes in GEM members remunerations;
- performance targets approval of the 2025 Group Executive Management short-term incentives;
- discussion and review of Board of Directors self-assessment and governance;
- updates on litigations;
- discussion about potential US tariffs, sensitivity and mitigating actions;
- discussion on possible changes to Financial Calendar 2026;
- proposal for Financial Calendar 2027;
- approval of press releases and investors presentations;
- approval of Half-Year Report;
- updates on Parcus status integration;
- discussion and approval of budget 2026;
- updates from ARC and HR&RemCo Committees;
- 2025 performance review quarterly results and full year forecast 3+9, 6+6 and 9+3;
- discussions on organization and presentation of Annual General Meeting;
- updates on business projects;
- discussion on contribution margin by country and product line;
- 3-year business plan 2026-2028 – Top-Down view and key financials;
- updates on expansion opportunity.

Committees and working methods of the Committees

Subject to the provisions of the Articles of Association, the Committees generally comprise at least two Members of the Board of Directors. Each Committee has its own charter governing its duties and responsibilities.

The Committees have no decision-making authority of their own and the Board remains ultimately responsible for the tasks delegated to the Committees by law, the Articles of Association, the Organizational Regulations or other internal regulations.

The Committees keep the Chairman informed at least at the occasion of each Board meeting about all important strategic issues, transactions as well as any business situations and/or developments within their scope of responsibilities and duties. The Chairman monitors such informational duty of the Committees. The Chairman reports to the Board on information received from the Committees. In addition, the Chairman immediately informs the other Board Members of any extraordinary situation regarding the Company or the Group of which the Chairman may become aware. The Chairman of each Committee provides the full Board of Directors at their meeting with an overview of key topics discussed at the most recent Committee meeting. In addition, the signed minutes from each Committee meeting are circulated to the full Board once available for their review.

Audit and Risk Committee

The Audit and Risk Committee assists the Board of Directors in fulfilling its responsibilities defined by applicable law, the Articles of Association, the Organizational Regulations and the Audit and Risk Committee Charter with respect to matters involving the financial and risk management aspects of governance of the Company and the Group.

The Audit and Risk Committee consists of at least two Members of the Board of Directors. The Members of the Audit and Risk Committee are appointed by the Board of Directors. At least one member, including the Chairman, of the Audit and Risk Committee is independent. Members of the Audit and Risk Committee must have the necessary qualifications and skills and possess financial literacy and keep themselves up to date regarding risk management best practices.

The Members of the Audit and Risk Committee are Victor Balli (Chairman) and Maria Luisa Siccardi Tonolli.

The Audit and Risk Committee meets at such frequency as it deems necessary to fulfil its duties, normally ahead of ordinary Board of Directors meetings and at least four times per year. Additional meetings may be held and may be convened at the request of either the Board of Directors or any Audit and Risk Committee member, or upon request of the Compliance Officer. For more details about the role of the Compliance Officer, see sub-heading 3.8 "Compliance and quality assurance" of this report.

The Board Secretary (or the Deputy Secretary of the Board) prepares the agenda for each meeting, keeps the minutes and assists the Audit and Risk Committee and the Chairman to coordinate and fulfil their duties and assignments.

The minutes are signed by the Chairman of the Audit and Risk Committee and the Secretary and are made available to the full Board thereafter. The resolutions may also be passed by means of circular resolutions, by letter, facsimile or pdf-document (e-mail) provided that no Member requests within five days of receipt of the proposed resolution either by phone, facsimile or e-mail the deliberation to take place in a meeting. Resolutions by means of circular resolutions require the affirmative vote of the majority of the members.

In particular, the Audit and Risk Committee has the following duties:

- assessing the adequacy and effectiveness of the Group's internal and prudential systems and controls in respect of both financial and non-financial risks, including the risk of fraud, the Company's and the Group's compliance with legal obligations, workplace health and safety, environmental, insurance and other regulatory requirements and relevant compliance matters, as well as with policies issued by the Company, including through discussions with and reviewing reports from the external auditor, internal officers (including, in particular, the Compliance Officer) and management and through the consideration of and adaptation to major legislative and regulatory developments with significant impact on the Group, local management's procedures to comply with local laws, and the Company's and the Group's system to handle external and internal complaints;
- evaluating the external auditors, regarding the fulfilment of the necessary qualifications and independence according to the applicable legal provisions, and making proposals to the Board concerning the choice of the external auditors;
- assessing the work performed by the external auditors and approving the budget for auditing fees;
- reviewing the external audit reports with the external auditors, and issuing the necessary applications and recommendations to the Board;
- pre-approving any necessary non-audit specific services provided by the external auditors;
- examining, reviewing and approving the Company's accounting policies and changes thereto, as well as monitoring compliance with such accounting policies;
- reviewing the interim financial statements and annual audited financial statements (including material items not shown on the annual balance sheet) of the Company and the Group with the external auditor and the relevant

Members of the Group Executive Management as well as issuing the necessary applications and recommendations to the Board prior to the publication of the financial statements; thereby the Audit and Risk Committee shall review (including the review from the external auditors): (A) the Company's selection or application of accounting principles and the adequacy and effectiveness of internal control over financial reporting, (B) significant financial reporting issues and judgments applied by management, (C) effects of significant regulatory and accounting initiatives, and (D) the completeness and clarity of the disclosures in the financial statements;
- reviewing and approving all related party transactions required to be disclosed;
- reviewing and discussing earnings press releases, as well as financial information and earnings guidance provided to analysts, the investment community and rating agencies;
- reviewing and discussing with management and the external auditor any deficiencies in internal control, including internal control over financial reporting, as well as management's respective remediation measures and their implementation;
- approving the Company's Group treasury policy, and reviewing the Company's funding strategy and position, as well as the Company's liquidity risk management, foreign exchange risk management, interest risk management and counterparty credit risk management processes;
- reviewing the Company's tax planning and tax compliance processes, including the design and implementation of transfer pricing guidelines;
- reviewing the status of material legal proceedings that the Company is party to, including measures taken by management to protect the interests of the Company;
- reviewing the Company's insurance programs;
- reviewing the Company's enterprise risk management system, management's assessment of the Company's major risks, as well as evaluating the respective measures taken by the Group;
- reviewing of the Group's short-term incentive and long-term incentive targets, calculations and adjustments; and
- generally assessing the yearly business expenses of the Members of the Group Executive Management.

The Audit and Risk Committee met four times, in presence meetings, for an average duration of two hours and a half in 2025. The key topics included, among other things:

- discussion on disclosure of year-end results 2024;
- performance review 2024, including review and proposal for approval of investors' presentation and press release;
- discussion on year-end forecast 2025;
- discussion on 2026 budget;
- approval of investors' presentation and press release;
- discussion and approval of currency risk coverage proposals;
- review and approval of the 2024 Consolidated Financial Statements, Statutory Financial Statements and related Annual Management Report;
- update on 1Q key financials and short forecast update;
- update on short financial and liquidity update 1H and full year outlook;
- discussion on the report of the external auditor including management letter for year 2024;
- review of the appropriation of earnings for 2024 and distribution of dividend and of capital contribution reserves;
- proposal to the Board for the approval of the annual accounts and appropriation of earnings;
- update on material legal proceedings;
- discussion on progress related compliance and reporting with ESG requirements 2024 and 2025 as well as company climate policy;
- review of the performance of external auditors and proposal for appointment for AGM;
- update on Internal Control Framework Matrix (e.g. AI);
- update risk management: cybersecurity update;
- situation and progresses regarding segregation and monitoring of ERP software developers;
- update on company current activities on Artificial Intelligence and discussion on the input from the Board;
- update by auditors on 1H results and on audit plan for financial statements 2025;
- update on the FX model;
- updates on Risk Assessment framework;
- Overview on technological developments in core business with focus on Capex and NWC;
- update on Finance, ESG, and IT projects;
- Approval of the updated Double Materiality Matrix;
- outlook Sustainability Report 2025;
- discussion on progress related to compliance and reporting with ESG requirements 2024 and 2025 as well as the company climate policy;
- update on audit plan and results 2025;
- proposal of extending the name of the HR RemCo to Nomination, HR & RemCo.

The following table outlines the dates and the attendees of each meeting:

Date	Attendees	Other Attendees
24.03.2025	Audit and Risk Committee (All) Edoardo Buzzi (Secretary)	Alberto Siccardi (President of the Board) Philippe Weber (Member of the Board) Riccardo Braglia (Member of the Board) Francesco Siccardi (CEO) Alessandro Siccardi (CSCO) Corrado Farsetta (CFO) Luigi Tonolli (Strategic Financial Advisor) Anja Pomrehn (Group VP Sustainability and Investor & Media Relations) Antonio Di Brino (VP Finance& Tax) Gregory Bussone (Quality Assurance Director) Deloitte SA - Fabien Lussu; Michele Castiglioni, Alessandro Miolo, Massimo Guanetti
22.05.2025	Audit and Risk Committee (All) Edoardo Buzzi (Secretary)	Alberto Siccardi (President of the Board) Riccardo Braglia (Member of the Board) Philippe Weber (Member of the Board) Francesco Siccardi (CEO) Alessandro Siccardi (CSCO) Corrado Farsetta (CFO) Luigi Tonolli (Strategic Financial Advisor) Gregory Bussone (Quality Assurance Director) Anja Pomrehn (Group VP Sustainability and Investor & Media Relations)
04.09.2025	Audit and Risk Committee (All) Edoardo Buzzi (Secretary)	Alberto Siccardi (President of the Board) Francesco Siccardi (CEO) Alessandro Siccardi (CSCO) Corrado Farsetta (CFO) Luigi Tonolli (Strategic Financial Advisor) Filippo Cappelli (Head of IT) Antonio Di Brino (Deputy CFO) Anja Pomrehn (Group VP Sustainability and Investor & Media Relations) Deloitte SA - Alessandro Miolo; Dominik Vögtli; Massimo Guanetti
19.12.2025	Audit and Risk Committee (All) Edoardo Buzzi (Secretary)	Alberto Siccardi (President of the Board) Riccardo Braglia (Member of the Board) Philippe Weber (Member of the Board) Francesco Siccardi (CEO) Alessandro Siccardi (CSCO) Corrado Farsetta (CFO) Luigi Tonolli (Strategic Financial Advisor) Antonio Di Brino (Deputy CFO) Anja Pomrehn (Group VP Sustainability and Investor & Media Relations) Deloitte SA - Alessandro Miolo; Massimo Guanetti

Human Resources & Remuneration Committee

The function of the Human Resources & Remuneration Committee is to support the Board of Directors in remuneration matters by exercising the duties assigned to it under the Articles of Association, the Organization Regulations and the Remuneration Committee Charter with respect to matters involving the compensation aspects of the Company and the Group.

The Human Resources & Remuneration Committee consists of at least two Members of the Board of Directors who are elected individually by the shareholders' meeting. The Chairman of the Human Resources & Remuneration Committee is independent and is appointed by the Board of Directors. The term of office of the Members of the Human Resources & Remuneration Committee is one year. In this context, a year means the time period between one annual shareholders' meeting and the next one or, if a Member is elected at an extraordinary shareholders' meeting, between such extraordinary shareholders' meeting and the next annual shareholders' meeting. Re-election is possible. If the Human Resources & Remuneration Committee is not complete the Board of Directors shall appoint a substitute from among the other Members of the Board of Directors for the period until the conclusion of the next annual shareholders' meeting.

The Human Resources & Remuneration Committee is composed by the independent directors Philippe Weber (Chairman) and by Riccardo Braglia.

The Human Resources & Remuneration Committee meets at such frequency as it deems necessary to fulfil its duties, normally ahead of ordinary Board meetings and at least four times per year. Additional meetings may be held and may be convened at the request of either the Board of Directors or any Remuneration Committee Member.

The Board Secretary (or the Deputy Secretary of the Board) prepares the agenda for each meeting, keeps the minutes, and assists the Remuneration Committee and the Chairman to coordinate and fulfil their duties and assignments.

The minutes are signed by the Chairman of the Human Resources & Remuneration Committee and the Secretary and are made available to the full Board thereafter. The resolutions may also be passed by means of circular resolutions, by letter, facsimile or pdf-document (e-mail) provided that no Member requests within five days of receipt of the proposed resolution either by phone, facsimile or e-mail the deliberation to take place in a meeting. Resolutions by means of circular resolutions require the affirmative vote of the majority of the members.

In particular, the Human Resources & Remuneration Committee has the following duties:

- making proposals to the full Board of Directors regarding the compensation scheme of the Group pursuant to the principles set forth in articles 25 and 26 of the Articles of Association;
- making proposals to the full Board of Directors regarding the determination of compensation-related targets for the Group Executive Management;
- making 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;
- making proposals to the full Board of Directors regarding the individual compensation (fixed and variable compensation) of the other Members of the Group Executive Management as well as their further terms of employment and titles;
- making proposals to the full Board of Directors regarding amendments to the Articles of Association with respect to the compensation scheme for Members of the Group Executive Management;
- making proposals to the full Board of Directors regarding mandates pursuant to article 23 of the Articles of Association and further additional occupation of the Members of the Group Executive Management; and undertaking further duties and responsibilities as provided for in the Articles of Association, the Organization Regulations or law.

The Human Resources & Remuneration Committee met four times in presence meetings, for an average duration of one hour and a half in 2025.

The key topics included, among other things:

- discussion on feedback from proxy advisors;
- benchmark study on CEO's salary;
- presentation Group Executive Management members Compensation Plan (2026-2030);
- approval of the 2024 Remuneration Report and proposal to the Board for approval;
- approval of proposal to the Board of Directors for remunerations to the members of the Board of Directors:

  - proposal for the maximum aggregate amount of remuneration for the members of the Board of Directors for the period AGM May 2025 to AGM May 2026 including remuneration in shares;
  - proposal for the remuneration for consulting services provided by the members of the Board of Directors for the period AGM May 2025 to AGM May 2026.

- approval of proposal to the Board of Directors for the maximum aggregate amounts of remunerations to the members of the Group Executive Management:

  - proposal for the maximum overall fixed remuneration of the members of the Executive Management for the financial year 2026;
  - proposal for the maximum overall variable short-term remuneration of the Executive Management for the financial year 2026;
  - proposal for the maximum overall variable long-term remuneration of the Executive Management for the financial year 2026.

- review preliminary 2022 award cycle vesting (May 2025), timetable and settlement details for participants;
- 2025 LTI award cycle target setting proposal and 2025 LTI award cycle participants and final award proposals;
- proposed participants of 2026 LTI award cycle;
- HQ EVP progress & status update;
- performance targets approval of the 2025 Group Executive Management short-term incentives and proposal to the Board for approval;
- update on Key Leadership Succession Planning;
- update on organizational chart (CEO "Reporting Structure");
- HR employee metrics (including HC turnover and details on functions, seniority, etc);
- discussion on Employer Value Proposition initiatives;
- update on learning & development activities;
- discussion on the general HQ compensation data&metrics;
- HQ salary structure evolution&plan;
- discussion on the draft of the 2025 Remuneration Report;
- discussion on HQ #beMedacta Employee Survey;
- presentation of Country Employee Survey Action Plan and next steps;
- update on Organizational Values 2.0;
- cultural roadmap BeMedacta 2.0;
- process of integrating new employees ("#beMedacta and Company Culture Protection").

The Human Resources & Remuneration Committee provides the Board of Directors with:

- a yearly report on the activities of the Human Resources & Remuneration Committee;
- a report on individual remuneration amounts paid, including a breakdown of remuneration elements;
- a review of the remuneration process on an annual basis; and
- any other extraordinary remuneration related matters as deemed appropriate.

The following table reports the dates and the attendees of each meeting:

Date	Attendees	Other Attendees
24.03.2025	HR&Remuneration Committee (All)	Alberto Siccardi (President of the Board)
	Edoardo Buzzi (Secretary)	Maria Luisa Siccardi Tonolli (Member of the Board)
		Victor Balli (Member of the Board)
		Francesco Siccardi (CEO)
		Alessandro Siccardi (CSCO)
		Asif Hussain (CPO)
		Luigi Tonolli (Strategic Financial Advisor)
		Antonio Di Brino (VP of Finance and Tax)
22.05.2025	HR&Remuneration Committee (All)	Alberto Siccardi (President of the Board)
	Edoardo Buzzi (Secretary)	Maria Luisa Siccardi Tonolli (Member of the Board)
		Francesco Siccardi (CEO)
		Alessandro Siccardi (CSCO)
		Asif Hussain (CPO)
		Luigi Tonolli (Strategic Financial Advisor)
04.09.2025	HR&Remuneration Committee (All)	Alberto Siccardi (President of the Board)
	Edoardo Buzzi (Secretary)	Maria Luisa Siccardi Tonolli (Member of the Board)
		Francesco Siccardi (CEO)
		Alessandro Siccardi (CSCO)
		Asif Hussain (CPO)
		Luigi Tonolli (Strategic Financial Advisor)
19.12.2025	HR&Remuneration Committee (All)	Alberto Siccardi (President of The Board)
	Edoardo Buzzi (Secretary)	Maria Luisa Siccardi Tonolli (Member of the Board)
		Francesco Siccardi (CEO)
		Alessandro Siccardi (CSCO)
		Asif Hussain (CPO)
		Luigi Tonolli (Strategic Financial Advisor)

3.6 Areas of responsibility

The Board constitutes the highest executive body of Medacta with the ultimate strategic direction of the Company as well as the oversight of management. This includes determining the strategy of the Group as well as the appointment and dismissal of the Members of the Group Executive Management. Its responsibilities, duties and competencies and the procedural principles by which it is governed are specified by law, the Articles of Association and Organizational Regulations.

The Board may take decisions on all matters that are not expressly reserved to the shareholders' meeting or to another corporate body by law, by the Articles of Association or the Organizational Regulations.

Save to the extent expressly stated otherwise in the Organizational Regulations, the Articles of Association or mandatory law, the responsibility and authority necessary or appropriate to carry out the day-to-day and operational activities of the Company and the Group as a whole is delegated to the Group Executive Management under the leadership of the CEO.

Subject to mandatory law and the Articles of Association, the Board may delegate further responsibilities to the Audit and Risk Committee and the Human Resources & Remuneration Committee, single Board Members or the Group Executive Management from time to time.

The Board has the following non-transferable and inalienable rights and duties as set forth by law:

- overall management and issuing of related directives;
- determine the organization, in particular, to adopt, regularly revisit and amend the Organizational Regulations;
- organization of the accounting, financial control and financial planning systems as required for the overall management;
- appoint and dismiss the Members of the Group Executive Management and to grant all forms of signing authorities;
- overall supervision of the persons entrusted with management, in particular with regard to compliance with law, with the Articles of Association, with the Organizational Regulations and further directives;
- review and approve the Annual Report and the proposed dividend;
- preparation for the general meetings and implementation of related shareholder resolutions;
- notification of the court in the event that the Company is over-indebted;
- preparing the Remuneration Report (article 13 et. seqq. OaEC);
- pass resolutions regarding the increase of share capital to the extent that this is within the authority of the Board as well as the adoption of the capital increase and the amendments to the Articles of Association entailed therewith; and
- pass resolutions regarding agreements in respect of mergers, de-mergers, transformations or transfers of assets and liabilities in accordance with the Swiss Merger Act.

3.7 Information and control instruments vis-à-vis the Group Executive Management

The Board of Directors has various process flows in place to oversee, monitor, and control the implementation of the Group's strategy as well as the execution of the responsibilities delegated to the Group Executive Management. The Group Executive Management reports regularly to the Board of Directors and its Committees. The CEO regularly informs the Board of Directors on the status of current business matters and financial results, presents relevant strategic initiatives as well as major business transactions. For extraordinary matters including significant unanticipated developments, the CEO is obliged to immediately report to the Board of Directors according to section 2.1.4 of the Organizational Regulations. During the course of 2025, at least three members of the Group Executive Management attended each meeting of the Board of Directors and provided comprehensive business updates.

According to section 6.6 of the Organizational Regulations, the CFO, in cooperation with the CEO, ensures good financial governance, overseeing all financial planning, budgeting (short- and mid-term), reporting and risk management activities. Furthermore, the CFO leads the implementation of systems and procedures to seek to ensure compliance with regulatory requirements for financial information, reporting, disclosure requirements, and internal control. On a quarterly basis, the Board of Directors receives a Financial Report with the profit and loss statement, the balance sheet, and the cash flow statement, as well as a summary of the business performance, updates on various initiatives and outlook. Routine communications are maintained, as required, between Board Members and the Group Executive Management. Furthermore, each Member of the Board of Directors may request information on all matters concerning the Group at any time. The Board of Directors is also responsible for the Group's internal control system, which provides the ultimate oversight for Medacta's strategy, operations, and finances. The internal control system of Medacta is structured to

ensure the correct disclosure and adequate coverage of control over all Group activities, with particular attention on areas considered potentially at risk, such as risk management processes throughout the entire lifecycle of Medacta medical devices and financial reporting risks associated to external requirements. Each Board Member is entitled to request information concerning all affairs of the Company and the Group reasonably necessary to fulfil their fiduciary duties. In 2025, the Board, and particularly the Audit and Risk Committee, have been updated regularly by members of the Group Executive Management and the Group VP QA on all key risks facing the Group, such as quality control, business continuity and sustainability, ESG developments, and other key risk areas defined by the Enterprise Risk Management framework, which has been approved by the Board of Directors in December 2025. Notable Enterprise Risk Management updates in 2024 have included significant risk mitigations activities, including the attainment of new certifications to ISO 14001 for environmental management systems and ISO 27001 for data protection and cybersecurity.

Enterprise Risk Management is also fully integrated in the Management Review process, with quarterly review meetings to evaluate performance metrics, emerging risks, and any factors which could impact business continuity. The Management Review process, which includes the Group Executive Management, Compliance Officer, and Group VP QA, drives a continuous closed-loop process to ensure proactive mitigation of risks and alignment of execution with strategy.

In addition, Medacta has developed, implemented and maintains quality management systems that meet all relevant medical device industry standards with certification according to ISO 13485 (the global standard for medical device quality systems), and MDSAP (Medical Device Single Audit Program), which certifies Medacta to the major global medical device quality regulations of the US FDA, Japan, Australia, Brazil, and Canada in combination with ISO 13485, ensuring high quality products, processes, and related customer support. As of December 31, 2025, our quality function comprised 21 quality assurance professionals, who are responsible for ensuring our corporate activities are conducted under compliant, effective, and well-documented processes, and 57 quality control professionals, who are responsible for ensuring all components and associated processes fully conform with the specified requirements.

3.8 Compliance and Quality Assurance

According to the Organizational Regulations, the CEO designated a Group Compliance Officer ("Compliance Officer") who is responsible to develop and maintain compliance policies, promote a culture of responsibility, conduct risk analyses, identify remediation needs, provide training, and take other steps to assist the Group in meeting its legal, regulatory, and ethical obligations. The Compliance Officer also acts as the Data Protection Officer of the Group. The Compliance Officer reports to the CEO. However, the Compliance Officer has direct access to the Audit and Risk Committee for elevation of any significant compliance issue, including those that may involve or implicate a member of the Group Executive Management which the Compliance Officer believes cannot be or has not been appropriately addressed by, or directly implicates, the CEO. The current Compliance Officer is Stefano Baj.

According to the Organizational Regulations, the CEO designated a head of quality assurance who reports to the CEO. This role is fulfilled by the Group VP QA, who is responsible for the Group's quality control and assurance functions, ensuring the Group's quality management and control systems and programs meet the relevant medical device industry standards and provide consistently high-quality products, processes, and related customer support services. The current Group VP QA is Gregory Bussone.

4. Group Executive Management

The Board of Directors has delegated the day-to-day and operational activities of the Company and the Group as a whole to the Group Executive Management under the leadership of the CEO, subject to the duties and powers reserved to the Board by Swiss law, the Articles of Association and the Organizational Regulations. Under the leadership of the CEO, the Group Executive Management is responsible to ensure the execution of the decisions of the Board and to implement the strategy of the Group in accordance with the law, the Articles of Association, the Organizational Regulations and the resolutions of the extraordinary/annual shareholders' meeting. The Group Executive Management is directly supervised by the Board of Directors and its Committees.

4.1 Members of the Group Executive Management

The Group Executive Management is headed by the CEO and currently comprises six Members, specifically the Chief Executive Officer (CEO), the Chief Financial Officer (CFO), the Chief Supply Chain Officer (CSCO), the Chief Commercial Officer (CCO), the Chief People Officer (CPO) and the Chief Innovation Officer (CIO).

Pursuant to the Organizational Regulations, the CEO may be appointed and removed by the Board of Directors. The other Group Executive Management Members are appointed and removed by the Board of Directors in consultation with the CEO (except in cases of appointment or removal of the CEO).

The table below outlines the name, year of birth, year of appointment and position of the Members of our Group Executive Management.

Name	Year of birth	Year of Appointment	Position
Francesco Siccardi	1977	2018	CEO
Corrado Farsetta	1968	2011	CFO
Alessandro Siccardi	1986	2016	CSCO
Massimiliano Bernardoni	1973	2024	CIO
Giovanni Niccolò Galli	1976	2024	CCO
Asif Hussain	1971	2024	CPO

Group Executive Management

FRANCESCO SICCARDI,

Swiss and Italian, CEO, Member of the Group Executive Management.

Qualifications: Mr. Siccardi holds a Master of Science (MSc) in Biomedical Engineering from the Polytechnic University of Milan (2002). He also completed the Executive Program for Growing Companies (EPGC) at Stanford Business School Executive Education in Stanford, California, USA (2009).

Career highlights: Mr. Siccardi joined Medacta International in 2002 and served as a Member of its Board of Directors since 2003. He then served on the Board of the Company from its incorporation until March 21, 2019. Following the retirement of the Company's Chairman, Mr. Siccardi was appointed Chief Executive Officer as of November 1, 2018. Prior to becoming CEO, he served as Executive Vice-President and Medical Affairs Manager (from 2013 to 2014) and as Executive Vice-President (from 2014 to 2018). He further served on the Board of various Medacta Group companies internationally.

Other main activities: Member of the Board of Directors of Surgical Practice Resource Group SA, Lugano since 2015, Member of Verve SA since 2004. He also served as Member of the Board of Medacta for Life Foundation from October 13, 2011 to December 31, 2023.

CORRADO FARSETTA,

Italian, CFO, Member of the Group Executive Management.

Qualifications: Mr. Farsetta holds a Master of Science (MSc) in Business Administration from Bocconi University, Milan (1993). He also completed post degree program on Value Based Management from SDA Bocconi School of Management, Milan.

Career highlights: Mr. Farsetta was appointed as Chief Financial Officer of Medacta International in 2011. Prior to becoming CFO, Mr. Farsetta served as Group Controller (from 2008–2011). From 2006 to 2007, Mr. Farsetta was Group Controller of Sympak Group and Senior Manager of TGrow Management Consulting from 1999 to 2005. He has further served as Controller of Air Liquide (from 1995 to 1999) and as Controller of Lamberti S.p.A. (from 1994 to 1995). He further serves on the Board of various Medacta Group companies internationally.

ALESSANDRO SICCARDI,

Swiss and Italian, Chief Supply Chain Officer, Member of the Group Executive Management.

Qualifications: In 2015 Mr. Siccardi completed the Program for Management Development (PSM) at the SDA Bocconi School of Management, Milan with a focus on general management, marketing and sales strategies. In 2020 he also completed a Supply Chain Course at the SDA Bocconi School of Management, Milan.

Career highlights: Mr. Siccardi joined Medacta International in 2011 and served as a Member of its Board of Directors since 2013. He then served on the Board of the Company from its incorporation until March 21, 2019. Mr. Siccardi was appointed Supply Chain Director of Medacta International in 2016. Prior to becoming SCD, Mr. Siccardi previously served as International Area Director (from 2012 to 2016) and as Marketing Assistant (from 2011 to 2012).

Other main activities: Mr. Siccardi is a Member of the Board of Directors of Surgical Practice Resource Group SA since 2015, Member of Verve SA since 2021 and he is President of 2A Holding SA since 2019. He further serves on the Board of Medacta International SA and Medacta Holding SA.

MASSIMILIANO BERNARDONI,

Swiss, Chief Innovation Officer, Member of the Group Executive Management.

Qualifications: Mr. Bernardoni holds a Master of Science (MSc) in Biomedical Engineering from the Polytechnic University of Milan (2000).

Career highlights: Mr. Bernardoni joined Medacta International in 2001 as Technical Director assistant. In 2002 he become R&D Manager for the technology Joint Division. Since 2005 as Head of R&D Joint and technology he leads all the development of Medacta international in Joint and extremities. Mr. Bernardoni was appointed Chief Innovation Officer as of April 1, 2024.

GIOVANNI NICCOLÒ GALLI,

Italian, Chief Commercial Officer, Member of the Group Executive Management.

Qualifications: Mr. Galli holds a Master of Science (MSc) in Biomedical Engineering from the Polytechnic University of Milan (2002).

Career highlights: following an experience as Product Manager in Neuro&Spine Division at SIAD Healthcare Spa, Mr. Galli joined Medacta International in 2005, where he served as International Knee Product Manager (2005-2009). He was then appointed as International Area Director (2009-2013) and later Vice President Joint Division (2013-2021). He then served as Vice President Joint and General Manager (2021-2024) and was appointed Chief Commercial Officer in 2024.

ASIF HUSSAIN,

British, Chief People Officer, Member of the Group Executive Management.

Qualifications: Mr. Hussain holds an HND in Business & Finance (1989) and has a Post Graduate Diploma in Human Resource Management, from the University of Salford (1998). He also has attended a variety of Executive and Leadership courses throughout his career. He held the status of Fellow of the Chartered Institute of Personnel & Development.

Career highlights: Mr. Hussain joined Medacta International in January 2022 and since then participates as permanent guest in the HR & Remuneration Committee. Prior to joining Medacta he held several senior and executive roles in the Medtech sector. At Zimmer Biomet, he held the position of Vice President Human Resources, Europe, Middle East & Africa, from 2009 until 2019. He has extensive experience of operating both regionally and globally with a strong track record of leading the Human Resources function and organizations through their growth and transformation journeys.

The employment agreements of the Members of the Group Executive Management are in principle concluded for an indefinite period. If the Board of Directors considers a fixed term appropriate, such fixed term shall not exceed one year. With respect to employment agreements entered into for an indefinite period, the maximum notice period must not exceed 12 months.

The Group Executive Management is supported by further Members of management who form part of the Extended Group Management.

4.2 Other activities and vested interests

Except as disclosed in the biographies of the Members of the Group Executive Management, no further activities or interests are carried out outside of Medacta.

4.3 Permitted additional activities pursuant to the Articles of Association

As required by Article 626 para. 2 cif. 1 CO, and in the interest of good governance, the Articles of Association, limit the number of functions in superior management or administrative bodies of legal units other than the Company or its subsidiaries which Members of the Group Executive Management are allowed to hold at one time.

According to article 23 of our Articles of Association, with the approval of the Human Resources & Remuneration Committee, the Members of the Group Executive Management may have the following comparable positions in other undertakings with commercial 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 Group:

- up to 1 mandate as Member of the 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
- 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 the Members of the Group Executive Management, mandates in companies that are under uniform control or the same beneficial ownership are deemed one mandate.

All Members are within the limits of external mandates stipulated by the Articles of Association.

4.4 Management contracts

The Board of Directors and the Group Executive Management conduct business directly and have not delegated any management powers to persons or companies outside the Group.

5. Compensation, shareholdings and loans

Information related to compensation, shareholdings and loans are disclosed in the Remuneration Report of this Annual Report in section 4 “Remuneration framework for Board of Directors” and 5 “Remuneration framework for Group Executive Management”.

6. Shareholders' participation rights

6.1 Voting rights, restrictions and representation

Voting rights may be exercised only after a shareholder has been registered in the Share Register as a shareholder with voting rights up to a specific qualifying day designated by the Board of Directors.

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) they comply with the disclosure requirements stipulated by the Federal Act on Financial Market Infrastructure (FMIA).

Entry in the Share Register as a shareholder with voting rights is subject to the approval of the Company. Entry into the Share Register of registered shares as shareholder with voting rights may be refused based on the grounds set forth in article 5 para. 3, 4 and 5 of the Articles of Association.

Until an acquirer becomes a shareholder with voting rights for the shares, she/he may neither exercise the voting rights connected with the shares nor other rights associated with the voting rights. 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 are entered in the Share Register as shareholders without voting rights. The corresponding shares will be considered as not represented in the shareholders' meeting.

The Company, at its own discretion, may in special cases approve exceptions to the above restrictions. In 2025, no such exemptions were granted. 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 of the Articles of Association. The concerned person has to be immediately informed about the deletion.

Each shareholder may be represented by the Independent Proxy or by means of a written proxy by any other person of such shareholder's choice. The Board of Directors determines the requirements regarding proxies and voting instructions. The Articles of Association do not contain any further specific requirements on the issue of instructions to the Independent Proxy or for the electronic participation at shareholders' meetings; thus, these topics are governed by Swiss law.

In shareholders' meetings, each shareholder has equal rights, including equal voting rights. According to the Articles of Association, each share is entitled to one vote (provided that its holder or usufructuary has been duly entered into the Share Register as a shareholder with voting rights on or before the relevant qualifying date).

Under Swiss laws, the procedure and condition for abolishing voting rights restrictions in the Articles of Association require resolution of a shareholders' meeting passed by at least two thirds of the represented share votes and an absolute majority of the par value of represented shares.

For information on certain limitations on transferability and nominee registrations, please refer to the information provided under the sub-heading 2.6 "Limitations on transferability and nominee registrations" of this report.

6.2 Quorums

Pursuant to article 11 of the Articles of Association, shareholders' resolutions generally require the approval of a simple majority of the votes cast at the shareholders' meeting (with abstentions, empty or invalid votes not being taken into account for the calculation of the required majority), to the extent neither the law nor the Articles of Association provide otherwise.

According to article 13 of the Articles of Association, a resolution passed by at least two thirds of the represented share votes and the absolute majority of the represented shares par value is required for (i) matters listed in article 704 of the Swiss Code of Obligations and in articles 18, 43 and 64 of the Federal Act on Merger, Demerger, Transformation and Transfer of Assets (Merger Act), (ii) the easement or abolition of the restriction of the transferability of the registered shares and (iii) any changes to or the removal of article 13 (i.e. qualified majority for important resolutions).

6.3 Convocation of the General Meeting of shareholders

Under Swiss law, an annual shareholders' meeting must be held within six months after the end of a company's preceding financial year. Shareholders' meetings may be convened by the Board of Directors or, if necessary, by company's statutory auditors or liquidators. According to article 7 para. 3 and 4 of the Articles of Association, the Board of Directors is further required to convene an extraordinary shareholders' meeting within 60 calendar days if requested in writing by shareholder(s) representing at least 5% of the share capital or the votes setting forth the items to be discussed and the proposals to be decided upon.

A shareholders' meeting is convened by publishing a notice of such meeting 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 the shareholders are recorded in the share register, notice may be sent by post or e-mail. The notice shall state the date, starting time, the form and location of the meeting, the business to be discussed, the motions of the Board of Directors and a short explanation for these motions, the name and the address of the Independent Proxy.

6.4 Inclusion of items on the agenda

The Board of Directors sets the items on the agenda.

Registered shareholders with voting rights individually or jointly representing at least 0.5% of the share capital or the votes of the Company may demand items to be placed on the agenda or 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 annual shareholders' 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.

6.5 Entries in the Share Register

Voting rights may be exercised only after a shareholder has been registered in the Share Register as a shareholder with voting rights up to a specific qualifying day designated by the Board of Directors (the "Record Date").

There are no statutory rules concerning deadlines for entry into the Share Register. However, for organizational reasons, the Share Register is closed several days before the annual shareholders' meeting. The respective Record Date for inscriptions in the Share Register is announced in the invitation to the Annual General Shareholders' Meeting.

For information on certain limitations on transferability and nominee registrations, please refer to the information provided under the sub-heading 2.6 "Limitations on transferability and nominee registrations" of this report. For information on share voting rights, please refer to the information under the sub-heading 6.1 "Voting rights restrictions and representation" of this report.

7. Change of control and defense measures

7.1 Mandatory bid rules

Pursuant to the applicable provisions of FMIA, any person that acquires shares of a company whose shares are listed on a Swiss stock exchange, whether directly or indirectly or acting in concert with third parties, and, as a result, exceeds the threshold of $33^{1}/_{3}$% of the voting rights (whether exercisable or not) of such company, must submit a public tender offer to acquire all of the listed shares of such company. A company's Articles of Association may either waive this requirement entirely ("opting-out") or raise the relevant threshold to up to 49% ("opting-up").

The Articles of Association (article 32) include an opting-out provision and thereby exempt shareholders from the duty to make a mandatory public tender offer pursuant to article 135 FMIA. As a result, anyone, who directly, indirectly or acting in concert with third parties acquires equity securities which, added to the equity securities already owned, exceed the threshold of $33^1/_3$% of the voting rights (whether exercisable or not) of the Company is/are not required to make a mandatory tender offer to the other shareholders. Differently from other companies listed in Switzerland which have no opting-out clause (and no opting-up clause), upon such shareholder or group of shareholders reaching or exceeding the threshold of $33^1/_3$% of the voting rights (whether exercisable or not) of the Company, the shareholders will neither benefit from the option to sell their shares in a mandatory tender offer nor from minority shareholder protection rules related to such mandatory tender offers.

7.2 Changes of control

There are no changes of control clauses included in agreements and schemes benefiting Members of the Board of Directors or the Group Executive Management or other management of the Group.

8. Auditors

The annual shareholders' meeting elects the Group's external auditors on annual basis. Deloitte SA, domiciled in via Ferruccio Pelli 1, 6901 Lugano Switzerland, has served as the Group's auditor since its foundation on November 28, 2018 and was previously the auditor of Medacta International SA since January 21, 2009. On May 7, 2025, Deloitte SA was reappointed as Group and statutory auditor of the Company at the annual shareholders' meeting. The auditor in charge is changed every seven years in accordance with Swiss law. The current auditor in charge is Alessandro Miolo, Swiss Certified Public Accountant, who has been carrying out this function since 2025.

The Board of Directors monitors compliance and proposes the election of the external auditor to the annual shareholders' meeting. In accordance to the Organizational Regulations, the Audit and Risk Committee oversees the integrity of the Company's and Group's financial statements, the effectiveness of the internal control over financial reporting of the Company and the Group, the compliance by the Company and the Group with legal and regulatory requirements, annually (or more often as required) reviews the independent auditor's qualification and independence, the performance of the Company's and Group's external auditors, and the effectiveness of the Company's and Group's risk management, compliance and quality assurance systems and processes. On March 24, 2025 the Audit and Risk Committee reviewed and confirmed the independent auditor's qualifications on the basis of the constructive collaboration and good communication and disclosure with the Audit and Risk Committee and the Group's finance department. Deloitte SA presents to the Audit and Risk Committee, on an annual basis, a detailed report on the results of the audit of the Consolidated Financial Statements, the findings on significant accounting and reporting matters, and findings on the internal control system; this deliverable was held at the Board meeting held on March 24, 2025. The results and findings of this report are also discussed in detail with the CFO approximately one week before the Auditor Committee meeting. During 2025, Audit and Risk Committee held three of its meetings with representatives of the external auditor. For more information regarding the Audit and Risk Committee and their meetings which included the auditors, please refer to sub-heading 3.5 "Internal Organizational Structure-Committees and working methods of the Committees - Audit and Risk Committee". Audit fees are ultimately approved by the Audit and Risk Committee.

The worldwide fees paid to the auditors are outlined in the table below:

(Thousand Euro)	31.12.2025	31.12.2024
Audit fees	**649**	**561**
Other fees	**102**	**108**
*Tax**	*102*	*92*
*Other Services***	*-*	*16*
TOTAL FEES	**751**	**669**

* The Tax fees are mostly related to transfer pricing services.
** The Other services fees in 2024 are mainly related to the Limited Assurance Engagement.

9. Information policy

The Company releases its financial results in the form of an Annual Report. Its Annual Report is published in print and electronic form within four months from December 31 balance sheet date. In addition, results for the first half of each fiscal year are released in electronic form within three months from the June 30 balance sheet date. The Company's Annual Report and half year results are announced via press releases and media and investor conferences, both in person and via telephone. Invitations and communications by the Company to the shareholders may, at the discretion of the Board of Directors, be validly made by publication in the Swiss Official Gazette of Commerce, by letter or e-mail to the shareholders' contact details last recorded in the share register. Copies of all information and documents pertaining to press releases, media conferences, investor updates and presentations at analyst and investor presentation conferences can be downloaded from the Company's website or obtained from the Company upon request at Medacta Group SA, Strada Regina 34, 6874 Castel San Pietro, Switzerland (phone: +41 91 696 6060; email: investor.relations@medacta.ch). Below are certain relevant weblinks:

The Company's website:	http://www.medacta.com
E-mail distribution list (push system):	https://www.medacta.com/EN/home-investors-global
Ad-hoc messages (pull system):	https://www.medacta.com/EN/home-investors-global
Financial Reports:	https://www.medacta.com/EN/financial-reports-and-presentations
Sustainability Report:	https://www.medacta.com/EN/sustainability
Corporate calendar:	https://www.medacta.com/EN/financial-calendar
Financial calendar:	https://www.medacta.com/EN/financial-calendar

MAY 5, 2026:	Annual General Meeting
JULY 31, 2026	Preliminary Unaudited Half-Year 2026 revenue
SEPTEMBER 9, 2026:	Publication of 2026 Half-Year results

10. Independent Proxy

Pursuant to the CO and the Articles of Association, the annual shareholders' meeting elects the Independent Proxy for a term ending at the conclusion of the next ordinary annual shareholders' meeting. Re-election is possible.

Fulvio Pelli, Lugano, was re-elected as the Independent Proxy of the Company on May 7, 2025.

11. Quiet Periods

The Ordinary Blocked Periods start from December 31 until the lapse of one SIX trading day following the public release of the Company's annual results and from June 30 until the lapse of one SIX trading day following the public release of the Company's semi-annual results.

During these Periods, the Blocked employees or persons, meaning the Members of the Board and the Group Executive Management as well as the Group Executive Management's assistants, secretaries and other personal staff of the Company and any other person who may be involved in preparing, analyzing, reviewing or communicating financial results of the Company or has access to such information, must not deal in Securities or make respective recommendations to any other person. No exceptions are provided by our policy and no exceptions were granted in the year under review.

The Chairman, the CEO, the CFO or the Responsible Officer (i.e. Compliance Director) may each impose "Extraordinary Blocked Periods" from time to time where they consider it necessary or appropriate, including without limitation where inside information exists or may arise or where restrictions are required or appropriate to comply with regulatory requirements.