



Minutes of the Annual General Meeting of

Medacta Group SA (the "Company")

Tuesday, 5th May 2026, 11.00

at the Group premises

in Via alla Rossa 6, Rancate

Welcome by the Chairman of the Board of Directors	Alberto Siccardi, Chairman of the Board of Directors (the "Chair"), opens the ordinary Annual General Meeting at 11.00 am and warmly welcomes all participants. Alberto Siccardi notes that he personally, and also in the name of the whole Board of Directors, is glad to welcome the Company's shareholders in person at the Company's premises in Rancate, being also a good opportunity for them to visit the site, as suggested during previous year's meeting and as already done for the past two years. He hopes that all participants in the visit could enjoy it and directly experience the high amount of effort and enthusiasm that all employees put in their work in order to achieve the maximum quality in the products and therefore improve patients lives, which is the ultimate goal of the Company since inception. Among the attendees, the Chair welcomes in particular the following persons: - all attending members of the Board of Directors and of the Executive Management (noting that Philippe Weber and Edoardo Buzzi (Secretary) are present with him on the podium, Francesco Siccardi (CEO) is present via videoconference, the other members of the Board of Directors and of the Executive Management sit on the floor, while Victor Balli (Lead Independent Director) is excused absent); - the Company' auditor, Deloitte SA, Lugano, represented by Alessandro Miolo, Massimo Guanetti and Dominik Vögtli; - Fulvio Pelli, attorney at law, as Independent Proxy Holder. The Chair explains that the meeting will be held in English, in order to facilitate the understanding of shareholders attending from abroad. Requests to speak and questions may also be made in Italian. He further asks Edoardo Buzzi, as Company's Secretary, to keep the minutes. The voting procedure will be managed through an electronic system which has been presented and tested just before starting the meeting. sharecomm AG, as provider of the system, is appointed as scrutineer. Shareholders who vote against an agenda item and wish that their vote be recorded in the minutes can contact the scrutineer after the respective vote.
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Statements	The Chair states that the shareholders have been timely invited to today's Annual General Meeting, in particular through personal letters to all registered shareholders, and also through publication of the invitation on the Swiss Commercial Gazette on 7th April 2026, and that the complete 2025 Annual Report, which includes the Management Report, the Corporate Governance Report, the Financial Report, the Sustainability Report and the Remuneration Report, together with the Auditors' Reports have been also made available on the website of Medacta Group SA since 7th April 2026. Additionally, the documents have also been available for examination at the registered office of Medacta Group SA, the same were sent to the shareholders upon request and made available today in original at the Annual General Meeting. Shareholders were given the opportunity to submit questions to the Board of Directors ahead of the Annual General Meeting on Agenda Items. The Chair notes that no questions were submitted. He also notes that no proposals or requests to include additional items in the agenda had been received from shareholders. Shareholders who wish to ask a question or make a comment during the shareholders meeting are kindly asked to stand up and provide their name for the minutes. Microphones will be available upon request. The Company's share capital registered with the commercial register prior to the closure of the share register on 29th April 2026 amounted to CHF 2'000'000 divided into 20'000'000 registered shares with a par value of CHF 0.10 each. No shares have been issued out of conditional share capital. Accordingly, the total issued share capital as of today amounts to CHF 2'000'000 divided into 20'000'000 registered shares with a par value of CHF 0.10 each. The Chair then states that as shareholders or representatives, 25 people attend the meeting, representing 17'656'822 shares with a par value of CHF 0.10 each or votes. This corresponds to approx. 88.28% of the total share capital or voting rights. The aforementioned shares were represented as follows: - Attending shareholders or third-party proxy: 68'623 shares - Independent Proxy, Fulvio Pelli: 17'588'199 shares The Chair then gives the word to the Independent Proxy who declares to the AGM, in respect to his activity, that on Monday 4th May 2026 he provided the Board of Directors with information in aggregated form on the voting instructions received. In accordance with the Articles of Association (art. 11 and 13) and the law, resolutions and elections on agenda items 1 to 9 will be valid with
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	the simple majority of the votes cast; abstentions, empty votes and invalid votes will not be taken into account for the calculation of the required majority. Based on the foregoing statements, the Chair declares the Annual General Meeting as duly convened and quorate for the proposed agenda. The Chair moves on to the first agenda item.
Agenda items	1. Approval of the Management Report, Corporate Governance Report, Financial Report, Sustainability Report (all included in the Annual Report), the Annual Statutory Financial Statements, the Consolidated Financial Statements and Consultative Vote on the Remuneration Report for the financial year 2025 The Chair refers to the documentation concerning this agenda item that was made available to the shareholders in good time and hands over to the CEO, Francesco Siccardi for a brief summary of the financial year 2025. The CEO Francesco Siccardi explains the business performance in the various regions as well as for the different products during the past financial year. He briefly comments on the most relevant financial figures and on the strategic positioning of the Company, including the investment performed to sustain future growth and the commitment towards an increasing sustainability. He concludes with the 2026 and mid-term Outlook and no questions were asked. 1.1. Approval of the Management Report, Corporate Governance Report, Financial Report, Sustainability Report (all included in the Annual Report), the Annual Statutory Financial Statements and the Consolidated Financial Statements for the financial year 2025 The Chair refers that the Board of Directors proposes that the Management Report, Corporate Governance Report, Financial Report, Sustainability Report, the Annual Statutory Financial Statements and the Consolidated Financial Statements 2025 be approved. The Chair asks the representative of the auditors, whether they would like to make a statement in addition to their written reports, to be recorded in the minutes, which they forgo. The Chair opens the discussion to agenda item no. 1.1. Since no requests for the floor were received for this agenda item, the Chair puts agenda item no. 1.1 to the vote, which produces the following results:

	<table><tr><td>Yes-votes</td><td>17'317'045</td></tr><tr><td>Dissenting-votes</td><td>315'209</td></tr><tr><td>Abstentions</td><td>24'616</td></tr></table>	Yes-votes	17'317'045	Dissenting-votes	315'209	Abstentions	24'616
Yes-votes	17'317'045						
Dissenting-votes	315'209						
Abstentions	24'616						
	The Chair states that the Annual General Meeting has therewith approved the proposals made by the Board of Directors. 1.2 Consultative Vote on the Remuneration Report for the financial year 2025 The Chair refers to the documentation concerning this agenda item that was made available to the shareholders in good time. The Chair refers that the Board of Directors proposes that the Remuneration Report 2025 be approved in a consultative vote. The Chair asks the representative of the auditors, whether they would like to make a statement to be recorded in the minutes, which they forgo. The Chair opens the discussion to agenda item no. 1.2. Since no requests for the floor were received for this agenda item, the Chair puts agenda item no. 1.2 to the vote, which produces the following results: <table><tr><td>Yes-votes</td><td>17'290'470</td></tr><tr><td>Dissenting-votes</td><td>350'244</td></tr><tr><td>Abstentions</td><td>16'156</td></tr></table> The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.	Yes-votes	17'290'470	Dissenting-votes	350'244	Abstentions	16'156
Yes-votes	17'290'470						
Dissenting-votes	350'244						
Abstentions	16'156						
	2 Approval of the Appropriation of Available Earnings as of 31st December 2025 and Distribution of Ordinary Dividend of Medacta Group SA The Chair refers that the Board of Directors proposes to the Annual General Meeting a total gross distribution of CHF 21'902'521 (CHF 1.10 per share), to be distributed as dividend out of available earnings. The own shares held by Medacta Group SA (88'617 shares as of 31st December 2025) are not entitled to the distribution of dividend. All the remaining retained earnings are proposed to be carried forward.						

2.1. Approval of Appropriation of Available Retained Earnings

The Chair, referencing the background information given in the invitation to the Annual General Meeting, refers to the available retained earnings of Medacta Group SA as of 31st December 2025.

Balance of retained earnings brought forward	CHF 49'060'286
Profit of the year	CHF 10'194'919
Total available retained earnings	CHF 59'255'205

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

Dividend distribution out of retained earnings	(CHF 21'902'521)
Balance of retained earnings to be carried forward	CHF 37'352'684

The Chair opens the discussion to agenda item no. 2.1.

Since no requests for the floor were received for this agenda item, the Chair puts agenda item no. 2.1 to the vote, which produces the following results:

Yes-votes	17'655'207
Dissenting-votes	744
Abstentions	919

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

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

The Chair refers that the Board of Directors proposes to grant discharge from liability to the members of the Board of Directors and the Executive Management for their services in the financial year 2025.

The Chair declares that votes of members of the governing bodies are not taken into account for this agenda item. Therefore, 3'749'493 shares are entitled to vote on this item.

The Chair proposes to vote on the discharge from liability for all members of the Board of Directors and of the Group Executive Management in a single ballot.

	The Chair opens the discussion to agenda item no. 3. Since no requests for the floor were received for this agenda item, the Chair puts agenda item no. 3 to the vote, which produces the following results: <table border="1" data-bbox="571 555 1404 748"> <tr> <td>Yes-votes</td><td>3'607'262</td></tr> <tr> <td>Dissenting-votes</td><td>117'827</td></tr> <tr> <td>Abstentions</td><td>24'452</td></tr> </table> The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.	Yes-votes	3'607'262	Dissenting-votes	117'827	Abstentions	24'452
Yes-votes	3'607'262						
Dissenting-votes	117'827						
Abstentions	24'452						
	4 Election of the members of the Board of Directors The Chair emphasises that the current members of the Board of Directors have all provided valuable services to Medacta Group SA and all stand for re-election. The Chair refers that the Board of Directors proposes the re-election of Alberto Siccardi, Maria Luisa Siccardi Tonolli, Victor Balli, Riccardo Braglia and Philippe Weber as members of the Board of Directors, each for a term of office of one year ending with the Annual General Meeting of Medacta Group SA for the financial year 2026. The Chair opens the discussion to agenda item no. 4. Since no requests for the floor were received for this agenda item, the Chair puts agenda item no. 4 to the vote. All elections are carried out individually in one block of votes, with the following results: 4.2 Election of Alberto Siccardi as member of the Board of Directors <table border="1" data-bbox="571 1621 1404 1814"> <tr> <td>Yes-votes</td><td>15'033'265</td></tr> <tr> <td>Dissenting-votes</td><td>569'450</td></tr> <tr> <td>Abstentions</td><td>2'054'155</td></tr> </table>	Yes-votes	15'033'265	Dissenting-votes	569'450	Abstentions	2'054'155
Yes-votes	15'033'265						
Dissenting-votes	569'450						
Abstentions	2'054'155						

4.3 Election of Maria Luisa Siccardi Tonolli as member of the Board of Directors

Yes-votes	12'485'005
Dissenting-votes	1'202'992
Abstentions	3'968'873

4.4 Election of Victor Balli as member of the Board of Directors

Yes-votes	17'350'158
Dissenting-votes	280'041
Abstentions	26'671

4.5 Election of Riccardo Braglia as member of the Board of Directors

Yes-votes	17'540'040
Dissenting-votes	113'262
Abstentions	3'568

4.5 Election of Philippe Weber as member of the Board of Directors

Yes-votes	17'246'837
Dissenting-votes	387'608
Abstentions	22'425

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

5 Election of the Chairman of the Board of Directors

The Chair refers that the Board of Directors proposes the re-election of Alberto Siccardi as Chairman of the Board, for a term of office of one year ending with the Annual General Meeting of Medacta Group SA for the financial year 2026.

	The Chair opens the discussion to agenda item no. 5. Since no requests for the floor were received for this agenda item, the Chair puts agenda item no. 5 to the vote, which produces the following results: <table border="1" data-bbox="571 546 1404 741"> <tr> <td>Yes-votes</td><td>14'424'896</td></tr> <tr> <td>Dissenting-votes</td><td>1'177'569</td></tr> <tr> <td>Abstentions</td><td>2'054'405</td></tr> </table> The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.	Yes-votes	14'424'896	Dissenting-votes	1'177'569	Abstentions	2'054'405
Yes-votes	14'424'896						
Dissenting-votes	1'177'569						
Abstentions	2'054'405						
	6 Election of the members of the Remuneration Committee The Chair states that the current members of the Remuneration Committee have all provided valuable services to Medacta Group SA and all stand for re-election. The Chair refers that the Board of Directors proposes the re-election of Philippe Weber and Riccardo Braglia as members of the Remuneration Committee each for a term of office of one year ending with the Annual General Meeting of Medacta Group SA for the financial year 2026. The Chair opens the discussion to agenda item no. 6. Since no requests for the floor were received for this agenda item, the Chair puts agenda item no. 6 to the vote. All elections are carried out individually in one block of votes, with the following results: 6.1 Election of Philippe Weber as member of the Remuneration Committee <table border="1" data-bbox="571 1581 1404 1776"> <tr> <td>Yes-votes</td><td>16'751'960</td></tr> <tr> <td>Dissenting-votes</td><td>882'195</td></tr> <tr> <td>Abstentions</td><td>22'715</td></tr> </table>	Yes-votes	16'751'960	Dissenting-votes	882'195	Abstentions	22'715
Yes-votes	16'751'960						
Dissenting-votes	882'195						
Abstentions	22'715						

	6.2 Election of Riccardo Braglia as member of the Remuneration Committee <table border="1" data-bbox="568 421 1402 616"> <tr> <td>Yes-votes</td><td>17'215'527</td></tr> <tr> <td>Dissenting-votes</td><td>437'670</td></tr> <tr> <td>Abstentions</td><td>3'673</td></tr> </table> The Chair states that the Annual General Meeting has therewith approved the proposals made by the Board of Directors.	Yes-votes	17'215'527	Dissenting-votes	437'670	Abstentions	3'673
Yes-votes	17'215'527						
Dissenting-votes	437'670						
Abstentions	3'673						
	7 Election of the Independent Proxy Holder The Chair thanks Fulvio Pelli for his services as Independent Proxy and for his availability to stand for re-election. The Chair refers that the Board of Directors proposes the re-election of Fulvio Pelli, attorney at law, as the Independent Proxy Holder for a term of office of one year ending with the Annual General Meeting of Medacta Group SA for the financial year 2026. The Chair opens the discussion to agenda item no. 7. Since no requests for the floor were received for this agenda item, the Chair puts agenda item no. 7 to the vote, which produces the following results: <table border="1" data-bbox="568 1261 1402 1456"> <tr> <td>Yes-votes</td><td>17'562'836</td></tr> <tr> <td>Dissenting-votes</td><td>92'629</td></tr> <tr> <td>Abstentions</td><td>1'405</td></tr> </table> The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.	Yes-votes	17'562'836	Dissenting-votes	92'629	Abstentions	1'405
Yes-votes	17'562'836						
Dissenting-votes	92'629						
Abstentions	1'405						

8 Election of the Auditors

The Chair thanks Deloitte AG for the very appreciated cooperation and contribution to improve Medacta's financial reporting.

The Chair refers that the Board of Directors proposes the re-election of Deloitte SA as the Auditors of Medacta Group SA for a term of office of one year ending with the Annual General Meeting for the financial year 2026.

The Chair opens the discussion to agenda item no. 8.

Since no requests for the floor were received for this agenda item, the Chair puts agenda item no. 8 to the vote, which produces the following results:

Yes-votes	17'356'475
Dissenting-votes	297'637
Abstentions	2'758

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

9 Votes on Compensations for the Members of the Board of Directors and the Members of the Executive Management

Given the technical nature of the next agenda item no. 9: Votes on compensation for the members of the Board and of the Executive Management, the Chair asks Philippe Weber, as Chairman of the Remuneration Committee, to introduce the matters and to lead the discussions and the votes.

Philippe Weber notes that, in accordance with article 12 of the Articles of Association, the following aggregate compensation amounts for members of the Board of Directors as well as for the Executive Management, which are proposed to be approved by the Annual General Meeting, are deemed to be inclusive of all social security and pension contributions of the members of the Board of Directors and the Executive Management, respectively.

9.1 Approval of Remunerations for the Members of the Board of Directors

a) Approval of the maximum aggregate amount of remuneration for the members of the Board of Directors (article 12, para. 1 (1) of the Articles of Association)

Philippe Weber refers that the Board of Directors proposes the approval of the maximum aggregate amount of remuneration for the Board of Directors of CHF 1'100'000, covering the period from the Annual General Meeting presently called to the Annual General Meeting for the financial year 2026.

Philippe Weber opens the discussion to agenda item no. 9.1.a).

Since no requests for the floor were received for this agenda item, Philippe Weber puts agenda item no. 9.1.a) to the vote, which produces the following results:

Yes-votes	17'566'077
Dissenting-votes	34'419
Abstentions	56'374

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

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

Philippe Weber refers that the Board of Directors proposes the approval of the overall amount of CHF 150'000 as remuneration for consulting services provided by members of the Board of Directors pursuant to article 25 para. 3 of the Articles of Association, covering the period from the Annual General Meeting presently called to the Annual General Meeting for the financial year 2026.

Philippe Weber opens the discussion to agenda item no. 9.1.b).

Since no requests for the floor were received for this agenda item, Philippe Weber puts agenda item no. 9.1.b) to the vote, which produces the following results:

Yes-votes	14'504'773
Dissenting-votes	3'075'221
Abstentions	76'876

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

9.2 Approval of the Maximum Aggregate Amount of Remunerations for the Members of the Executive Management

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

a) Approval of the maximum overall fixed remuneration of the members of the Executive Management for the financial year 2027

Philippe Weber refers that the Board of Directors proposes to approve a maximum overall fixed remuneration of CHF 2'400'000 for all members of the Executive Management for the financial year 2027, noting that the proposed amount increased only slightly compared to the total amount approved for the financial year 2026 by the Annual General Meeting 2025.

Philippe Weber opens the discussion to agenda item no. 9.2.a).

Since no requests for the floor were received for this agenda item, Philippe Weber puts agenda item no. 9.2.a) to the vote, which produces the following results:

Yes-votes	17'571'810
Dissenting-votes	33'359
Abstentions	51'701

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

b) Approval of the maximum overall variable short-term remuneration of the Executive Management for the financial year 2025

Philippe Weber refers that the Board of Directors proposes to approve a maximum overall variable short-term remuneration, including social charges, of CHF 1'800'000 for all members of the Executive Management for the financial year 2025, noting that the proposed amount increased compared to the total amount approved for the financial year 2024 by the Annual General Meeting 2025, given the high fulfilment degree of the goals set.

Philippe Weber opens the discussion to agenda item no. 9.2.b).

Since no requests for the floor were received for this agenda item, Philippe Weber puts agenda item no. 9.2.b) to the vote, which produces the following results:

Yes-votes	17'339'856
Dissenting-votes	264'738
Abstentions	52'276

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

c) Approval of the maximum overall variable long-term remuneration of the Executive Management for the financial year 2027

Philippe Weber refers that the Board of Directors proposes to approve a maximum overall long-term remuneration of CHF 2'000'000 for all members of the Executive Management for the financial year 2027, noting that this amount increased compared to the total amount approved for the financial year 2026 by the Annual General Meeting 2025, given that the plan's performance is improving as a result of the Company's performance. The maximum amount proposed for approval is based on the assumption that the Executive Management will consist of six members after the Annual General Meeting.

Philippe Weber opens the discussion to agenda item no. 9.2.c).

Since no requests for the floor were received for this agenda item, Philippe Weber puts agenda item no. 9.2.c) to the vote, which produces the following results:

Yes-votes	17'563'770
Dissenting-votes	39'978
Abstentions	53'122

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

Shareholders' questions	Alberto Siccardi as Chair of the Board of Directors retakes the floor and asks whether there are additional questions from the shareholders. Daniel Lippuner from Caslano takes the floor. He is a long term shareholder of the company and congratulates the management team for great results with double digit growth. He underlines that he is not so happy about share price development in the years as in his opinion MGSA is more or less where it was 5 years ago – and it seems that the stock market does not see the success and asks to the BoD why the share price is not developing accordingly. Anja Pomrehn considers that in 2025 Medacta was by far outperforming medtech stocks, by almost 40%, performance was fantastic. Year to date, we are down approx. 9%, this is in our view purely due to market situation, concerns about oil price, geopolitical tensions, etc. In any case also in this situation we are still outperforming most medtech companies. In general, in the last 4-5 years, the general global situation changed, with interest rates decreasing, post-covid season, etc. which had an impact on stock prices and the market. The Chairman also adds that Medacta has an important need for investment in instruments for new clients and therefore giving the high growth the Capex is also high and direct results may appear as less attracting. No further questions were asked.
Closing of the meeting	The Chair states that there are no further items to discuss. He then thanks the attendees and all Shareholders for their confidence. The Chair closes the meeting at 11.50 and reminds the shareholders to leave their voting device on their seat.

Rancate, 5th May 2026

Chairman

Secretary and keeper of the minutes



Alberto Siccardi



Edoardo Buzzi