



Minutes of the Annual General Meeting of Medacta Group SA

Tuesday, May 25, 2021, 10.00

at the headquarters of Medacta Group SA

Strada Regina 34, 6874 Castel San Pietro, Switzerland

<p>Welcome by the Chairman of the Board of Directors</p>	<p>Alberto Siccardi, Chairman of the Board of Directors (the "Chair"), opens the Annual General Meeting.</p> <p>Alberto Siccardi notes that Medacta Group SA (or the "Company") holds its Annual General Meeting as company listed at the stock exchange in accordance with the provisions as stipulated in the Ordinance of the Federal Council of Switzerland on the policies for combatting the coronavirus (COVID-19-Ordinance 3). Accordingly, shareholders are not allowed to attend the Annual General Meeting in person and were able to vote their shares only by giving a power of attorney and related voting instructions to the independent proxy either (i) by returning the proxy form or (ii) by exercising their voting rights online. The content of this year's Annual General Meeting is limited to the legal requirements.</p> <p>Against this background, not all of the members of the Board of Directors and of the Executive Management of Medacta Group SA attend the Annual General Meeting.</p> <p>Francesco Siccardi, Group CEO and Riccardo Braglia, Board Member attend the meeting physically. Maria Luisa Siccardi Tonolli, Board Member and Alessandro Siccardi, Member of the Group Executive Management attend the meeting via video conference.</p> <p>The auditors, Deloitte SA, Lugano, who are represented by Fabien Lussu, also attend the Annual General Meeting via video conference.</p> <p>Fulvio Pelli, attorney at law, the elected Independent Proxy Holder, is present physically.</p> <p>Donato Cortesi will keep the minutes and act as secretary.</p>
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<p>Statements</p>	<p>The Chair states that the shareholders have been timely invited to today's Annual General Meeting and that the complete 2020 Annual Report, including the Remuneration Report, together with the Auditors' Reports have been available on the website of Medacta Group SA since 31 March 2021. Additionally, the documents have also been available for inspection at the registered office of Medacta Group SA and were sent to the shareholders upon request.</p> <p>The Company's share capital registered with the commercial register prior to the closure of the share register on May 18, 2021 amounted to CHF 2'000'000 divided into 20'000'000 registered shares with a par value of CHF 0.10 each.</p> <p>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.</p> <p>The following share capital issued as per May 18, 2021 is represented today by the Independent Proxy Holder, Fulvio Pelli: a total of 17'766'606 shares with a par value of CHF 0.10 each; or rather voting rights are represented that equate to approximately 89% of the total share capital of Medacta Group SA.</p> <p>For the agenda items herein, according to article 11 of the Articles of Association, the relevant simple majority will be calculated based on the votes cast.</p> <p>Based on the foregoing statements, the Chair declares the Annual General Meeting as duly convened and quorate for the proposed agenda.</p> <p>The Chair moves on to the first agenda item.</p>
<p>Agenda items</p>	<p>1. Approval of the Management Report, the Annual Statutory Financial Statements, the Consolidated Financial Statements and Consultative Vote on the Remuneration Report for the financial year 2020</p> <p>1.1. Approval of the Management Report, the Annual Statutory Financial Statements and the Consolidated Financial Statements for the financial year 2020</p> <p>The Chair refers to the documentation concerning this agenda item that was made available to the shareholders in good time.</p>

The Chair asks the auditors' representative, whether they would like to make a statement in addition to their written reports to be recorded in the minutes, which they forgo.

The Board of Directors proposes that the Management Report for the financial year 2020, the Annual Statutory Financial Statements 2020 and the Consolidated Financial Statements 2020 be approved.

The ballot produces the following results:

Yes-votes	17'760'677
Dissenting-votes	537
Abstentions	5'392

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 2020

The Chair refers to the documentation concerning this agenda item that was made available to the shareholders in good time.

The Chair asks the auditors' representative, whether they would like to make a statement to be recorded in the minutes, which they forgo.

The Board of Directors proposes that the Remuneration Report 2020 be approved in a consultative vote.

The ballot produces the following results:

Yes-votes	17'483'028
Dissenting-votes	270'999
Abstentions	12'579

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

2. Approval of the Appropriation of Available Earnings as of December 31, 2020 of Medacta Group SA for the financial year 2020

Referencing the background information given in the invitation to the Annual General Meeting, the Chair refers to the available retained earnings of Medacta Group SA as of December 31, 2020.

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

Balance of retained earnings to be carried forward	CHF 27'915'426
Total available retained earnings	CHF 27'915'426

The ballot produces the following results:

Yes-votes	17'759'924
Dissenting-votes	1'132
Abstentions	5'550

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 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 2020.

The Chair declares that votes of members of the governing bodies are not taken into account for this agenda item. Therefore, 3'871'981 shares are entitled to vote on this item.

The Chair proposes to vote on the discharge from liability for all members of governing bodies in a single ballot.

The ballot produces the following results:

Yes-votes	3'694'041
Dissenting-votes	171'488
Abstentions	6'452

	<p>The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.</p>																		
	<p>4. Election of the members of the Board of Directors and of the Chairman of the Board</p> <p>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.</p> <p>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 2021.</p> <p>All elections will be carried out individually.</p> <p>4.1 The ballot produces the following results for Alberto Siccardi as member and Chairman of the Board</p> <table border="1" data-bbox="539 1086 1406 1288"> <tr> <td>Yes-votes</td> <td>17'419'931</td> </tr> <tr> <td>Dissenting-votes</td> <td>346'024</td> </tr> <tr> <td>Abstentions</td> <td>651</td> </tr> </table> <p>4.2 The ballot produces the following results for Maria Luisa Siccardi Tonolli</p> <table border="1" data-bbox="539 1411 1406 1612"> <tr> <td>Yes-votes</td> <td>16'836'035</td> </tr> <tr> <td>Dissenting-votes</td> <td>930'070</td> </tr> <tr> <td>Abstentions</td> <td>501</td> </tr> </table> <p>4.3 The ballot produces the following results for Victor Balli</p> <table border="1" data-bbox="539 1697 1406 1899"> <tr> <td>Yes-votes</td> <td>17'430'648</td> </tr> <tr> <td>Dissenting-votes</td> <td>334'907</td> </tr> <tr> <td>Abstentions</td> <td>1'051</td> </tr> </table>	Yes-votes	17'419'931	Dissenting-votes	346'024	Abstentions	651	Yes-votes	16'836'035	Dissenting-votes	930'070	Abstentions	501	Yes-votes	17'430'648	Dissenting-votes	334'907	Abstentions	1'051
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	<p>4.4 The ballot produces the following results for Riccardo Braglia</p> <table border="1"> <tr> <td>Yes-votes</td> <td>17'721'482</td> </tr> <tr> <td>Dissenting-votes</td> <td>553</td> </tr> <tr> <td>Abstentions</td> <td>44'571</td> </tr> </table> <p>4.5 The ballot produces the following results for Philippe Weber</p> <table border="1"> <tr> <td>Yes-votes</td> <td>17'256'651</td> </tr> <tr> <td>Dissenting-votes</td> <td>384'881</td> </tr> <tr> <td>Abstentions</td> <td>125'074</td> </tr> </table> <p>The Chair states that the Annual General Meeting has therewith approved the proposals made by the Board of Directors.</p>	Yes-votes	17'721'482	Dissenting-votes	553	Abstentions	44'571	Yes-votes	17'256'651	Dissenting-votes	384'881	Abstentions	125'074
Yes-votes	17'721'482												
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Abstentions	44'571												
Yes-votes	17'256'651												
Dissenting-votes	384'881												
Abstentions	125'074												
	<p>5. Election of the members of the Remuneration Committee</p> <p>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.</p> <p>The Board of Directors proposes the re-election of Philippe Weber (Chairman) 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 2021.</p> <p>All elections will be carried out individually.</p> <p>5.1 The ballot produces the following results for Philippe Weber</p> <table border="1"> <tr> <td>Yes-votes</td> <td>16'915'480</td> </tr> <tr> <td>Dissenting-votes</td> <td>725'666</td> </tr> <tr> <td>Abstentions</td> <td>125'460</td> </tr> </table> <p>5.2 The ballot produces the following results for Riccardo Braglia</p> <table border="1"> <tr> <td>Yes-votes</td> <td>17'717'030</td> </tr> <tr> <td>Dissenting-votes</td> <td>4'644</td> </tr> <tr> <td>Abstentions</td> <td>44'932</td> </tr> </table>	Yes-votes	16'915'480	Dissenting-votes	725'666	Abstentions	125'460	Yes-votes	17'717'030	Dissenting-votes	4'644	Abstentions	44'932
Yes-votes	16'915'480												
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Yes-votes	17'717'030												
Dissenting-votes	4'644												
Abstentions	44'932												

	<p>The Chair states that the Annual General Meeting has therewith approved the proposals made by the Board of Directors.</p>						
	<p>6. Election of the Independent Proxy Holder</p> <p>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 2021.</p> <p>The ballot produces the following results:</p> <table border="1" data-bbox="539 692 1406 893"> <tr> <td>Yes-votes</td> <td>17'765'238</td> </tr> <tr> <td>Dissenting-votes</td> <td>1'251</td> </tr> <tr> <td>Abstentions</td> <td>117</td> </tr> </table> <p>The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.</p>	Yes-votes	17'765'238	Dissenting-votes	1'251	Abstentions	117
Yes-votes	17'765'238						
Dissenting-votes	1'251						
Abstentions	117						
	<p>7. Election of the Auditors</p> <p>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 2021.</p> <p>The ballot produces the following results:</p> <table border="1" data-bbox="539 1258 1406 1460"> <tr> <td>Yes-votes</td> <td>17'590'866</td> </tr> <tr> <td>Dissenting-votes</td> <td>175'351</td> </tr> <tr> <td>Abstentions</td> <td>389</td> </tr> </table> <p>The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.</p>	Yes-votes	17'590'866	Dissenting-votes	175'351	Abstentions	389
Yes-votes	17'590'866						
Dissenting-votes	175'351						
Abstentions	389						
	<p>8. Votes on Compensations for the Members of the Board of Directors and the Members of the Executive Management</p> <p>The Chair 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.</p>						

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

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

The Board of Directors proposes approval of the maximum aggregate amount of remunerations for the Board of Directors of CHF 1'200'000, covering the period from the Annual General Meeting presently called to the Annual General Meeting for the financial year 2021.

The ballot produces the following results:

Yes-votes	17'449'784
Dissenting-votes	273'873
Abstentions	42'949

The Chair 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)

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 2021.

The ballot produces the following results:

Yes-votes	15'062'358
Dissenting-votes	2'661'749
Abstentions	42'499

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

8.2 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, the Chair 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 2022

The Board of Directors proposes to approve a maximum overall fixed remuneration of CHF 1'200'000 for all members of the Executive Management for the financial year 2022.

The ballot produces the following results:

Yes-votes	17'586'104
Dissenting-votes	136'283
Abstentions	44'219

The Chair 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 2020

The Board of Directors proposes to approve a maximum overall variable short-term remuneration, including social charges, of CHF 1'100'000 for all members of the Executive Management for the financial year 2020.

The ballot produces the following results:

Yes-votes	17'572'051
Dissenting-votes	150'020
Abstentions	44'535

The Chair 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 2022

The Board of Directors proposes to approve a maximum overall long-term remuneration of CHF 800'000 for all members of the Executive Management for the financial year 2022.

	<p>The ballot produces the following results:</p> <table border="1"> <tr> <td>Yes-votes</td> <td>17'584'233</td> </tr> <tr> <td>Dissenting-votes</td> <td>137'954</td> </tr> <tr> <td>Abstentions</td> <td>44'419</td> </tr> </table> <p>The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.</p>	Yes-votes	17'584'233	Dissenting-votes	137'954	Abstentions	44'419
Yes-votes	17'584'233						
Dissenting-votes	137'954						
Abstentions	44'419						
Closing of the meeting	The Chair closes the meeting at 11:00.						

Castel San Pietro, May 25, 2021

Chairman

Secretary and keeper of the minutes



Alberto Siccardi



Donato Cortesi

Exhibits:

Copy of the invitation to the Annual General Meeting

Voting profile (instructions) independent proxy produced by SisWare AG

To the Shareholders of Medacta Group SA

Invitation to the Annual General Meeting

LOOK BEYOND THE ORDINARY



AUGMENTED REALITY SURGICAL PLATFORM

SHOULDER

SPINE

HIP

KNEE

SHOULDER

SPINE

HIP

KNEE



TO THE SHAREHOLDERS
OF MEDACTA GROUP SA
Invitation to the Annual General Meeting

Castel San Pietro, April 27, 2021

Tuesday, May 25, 2021, 10.00 (no public attendance allowed – see information below), at the headquarters of Medacta Group SA, Strada Regina 34, 6874 Castel San Pietro, Switzerland.

Important information concerning the Annual General Meeting pertaining to the coronavirus (COVID-19):

Medacta Group SA will hold its Annual General Meeting on May 25, 2021 in accordance with the provisions as stipulated in the Ordinance of the Federal Council of Switzerland on the policies for combatting the coronavirus (COVID-19 Ordinance 3).

Accordingly, **Shareholders are not allowed to attend the Annual General Meeting in person.** Shareholders will however be able to vote their shares by giving a **power of attorney and related voting instructions to the independent proxy**, either by returning the proxy form or by exercising their voting rights online as per the instructions outlined in the administrative information at the end of this invitation.

Medacta Group SA

Alberto Siccardi
President of the Board of Directors



Francesco Siccardi
Group CEO



AGENDA AND PROPOSALS OF THE BOARD OF DIRECTORS

1. APPROVAL OF THE MANAGEMENT REPORT, THE ANNUAL STATUTORY FINANCIAL STATEMENTS, THE CONSOLIDATED FINANCIAL STATEMENTS AND CONSULTATIVE VOTE ON THE REMUNERATION REPORT FOR THE FINANCIAL YEAR 2020

1.1 APPROVAL OF THE MANAGEMENT REPORT, THE ANNUAL STATUTORY FINANCIAL STATEMENTS AND THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2020

Motion: The Board of Directors proposes that the Management Report for the financial year 2020, the Annual Statutory Financial Statements 2020 and the Consolidated Financial Statements 2020 be approved.

1.2 CONSULTATIVE VOTE ON THE REMUNERATION REPORT FOR THE FINANCIAL YEAR 2020

Motion: The Board of Directors proposes that the Remuneration Report 2020 be approved in a consultative vote.

The Remuneration Report describes the remuneration governance and principles and contains information about the compensation paid to the Board of Directors and the Group Executive Management of Medacta Group. The Remuneration Report is published online in English and is available in section "Investors" at www.medacta.com.

2. APPROVAL OF THE APPROPRIATION OF AVAILABLE EARNINGS AS OF DECEMBER 31, 2020 OF MEDACTA GROUP SA FOR THE FINANCIAL YEAR 2020

As of December 31, 2020, the available retained earnings of Medacta Group SA are as follows:

Balance of retained earnings brought forward	CHF 27'602'790
Profit of the year of Medacta Group SA	CHF 312'636
Available retained earnings as per balance sheet	CHF 27'915'426

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

Balance of retained earnings to be carried forward	CHF 27'915'426
Total available retained earnings	CHF 27'915'426

3. DISCHARGE TO THE BOARD OF DIRECTORS AND DISCHARGE TO THE EXECUTIVE MANAGEMENT

Motion: 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 2020.

4. ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS AND OF THE CHAIRMAN OF THE BOARD

The term of office of all members of the Board of Directors ends at the Annual General Meeting 2021. All current members stand for re-election. All elections will be carried out individually.

Motion: The Board of Directors proposes the re-election of:

- 4.1 Alberto Siccardi, as Member and Chairman of the Board
- 4.2 Maria Luisa Siccardi Tonolli, as Member
- 4.3 Victor Balli, as Member
- 4.4 Riccardo Braglia, as Member
- 4.5 Philippe Weber, as Member

each for a term of office of one year ending with the Annual General Meeting of Medacta Group SA for the financial year 2021.

5. ELECTION OF THE MEMBERS OF THE REMUNERATION COMMITTEE

The term of office of all members of the Remuneration Committee ends at the Annual General Meeting 2021.

Motion: The Board of Directors proposes the re-election of:

- 5.1 Philippe Weber, as Member (Chairman)
- 5.2 Riccardo Braglia, as Member

each for a term of office of one year ending with the Annual General Meeting of Medacta Group SA for the financial year 2021.

6. ELECTION OF THE INDEPENDENT PROXY HOLDER

Motion: The Board of Directors proposes the re-election of Fulvio Pelli, attorney at law, as the Independent Proxy Holder for a term of office of one year ending with the Annual General Meeting of Medacta Group SA for the financial year 2021.

7. ELECTION OF THE AUDITORS

Motion: The Board of Directors proposes the re-election of Deloitte SA as the Auditor of Medacta Group SA for a term of office of one year ending with the Annual General Meeting for the financial year 2021.

8. VOTES ON COMPENSATIONS FOR THE MEMBERS OF THE BOARD OF DIRECTORS AND THE MEMBERS OF THE EXECUTIVE MANAGEMENT

The Board of Directors proposes the approval of the maximum aggregate amounts of remuneration for the Members of the Board of Directors and of the Executive Management.

The aggregate compensation amounts for members of the Board of Directors as well as for Group Executive Management are deemed to be inclusive of all social security and pension contributions of the Members of the Board of Directors and the Executive Management respectively.

Further information on the remuneration system can be found in the Annual Report 2020 (including the Remuneration Report).

8.1 APPROVAL OF REMUNERATIONS FOR THE MEMBERS OF THE BOARD OF DIRECTORS

a) Approval of the maximum aggregate amounts of remuneration for the members of the Board of Directors (art. 12 (1) of the Articles of Association)

Motion: The Board of Directors proposes approval of the maximum aggregate amounts of remuneration for the Board of Directors of CHF 1'200'000, covering the period from the Annual General Meeting presently called to the Annual General Meeting for the financial year 2021.

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

Motion: The Board of Directors proposes the approval of the overall amount of CHF 150'000 as remuneration for consulting services provided by members of the Board of Directors pursuant to art. 25 (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 2021.

8.2 APPROVAL OF THE MAXIMUM AGGREGATE AMOUNT OF REMUNERATIONS FOR THE MEMBERS OF THE EXECUTIVE MANAGEMENT

In accordance with art. 12 of the Articles of Association, the Annual General Meeting will be asked to vote separately on the proposals by the Board of Directors regarding the following three components of remuneration for the Executive Management:

- the maximum overall fixed compensation of the Executive Management that may be paid in the subsequent business year (i.e. 2022);
- the maximum overall variable short-term compensation for the Executive Management for the most recently concluded financial year (i.e. 2020); and
- the maximum overall variable long-term compensation of the Executive Management that may be allocated in the subsequent business year (i.e. 2022).

a) Approval of the maximum overall fixed remuneration of the members of the Executive Management for the financial year 2022

Motion: The Board of Directors proposes to approve a maximum overall fixed remuneration of CHF 1'200'000 for all members of the Executive Management for the financial year 2022.

b) Approval of the maximum overall variable short-term remuneration of the Executive Management for the financial year 2020

Motion: The Board of Directors proposes to approve a maximum overall variable short-term remuneration, including social charges, of CHF 1'100'000 for all members of the Executive Management for the financial year 2020.

c) Approval of the maximum overall variable long-term remuneration of the Executive Management for the financial year 2022

Motion: The Board of Directors proposes to approve a maximum overall long-term remuneration of CHF 800'000 for all members of the Executive Management for the financial year 2022.

ADMINISTRATIVE INFORMATION

Please note that, due to the spread of the coronavirus and in accordance with the provisions as stipulated in the Ordinance of the Federal Council of Switzerland on the policies for combatting the coronavirus (COVID-19 Ordinance 3), **Shareholders are not allowed to attend the Annual General Meeting in person**. Shareholders will be able to vote their shares by **giving a power of attorney and related instructions to the independent proxy**, either by returning the proxy form or by exercising their voting rights online.

ANNUAL REPORT

The complete Annual Report 2020 (including Remuneration Report), together with the Auditors' Report, is available for your examination at the registered office of Medacta Group SA and online at www.medacta.com or otherwise you can order a copy, that will be delivered to you. The Annual Report will be sent to Shareholders at their request.

RECORD DATE

Only Shareholders who are on record in the share register with voting rights on May 18, 2021 are entitled to exercise their voting rights. From May 19, 2021 to and including May 25, 2021, no entries will be made in the share register which would create a right to vote at the Annual General Meeting. Shareholders who sell part or all their shares before the Annual General Meeting are no longer entitled to vote to that extent.

REPLY FORM AND REGISTRATION

Enclosed to the invitation sent to Shareholders is the application and proxy form, which can only be used to grant a power of attorney to the independent proxy, Avv. Fulvio Pelli.

Shareholders who wish to grant a proxy are kindly asked to complete and sign the reply form and send it until May 20, 2021 at the latest (date of receipt) to the following address: Medacta Group SA, c/o SisWare AG, Militärstrasse 3, CH-6467 Schattdorf. Alternatively, Shareholders may grant their power to the independent proxy by exercising their voting rights online using their personal voting code set out in the application and proxy form enclosed to the invitation sent to them. The online voting period ends on May 20, 2021 at 11.59 am. Shareholders who exercise their voting rights online are asked not to additionally return their application and proxy form by mail.

Medacta Group SA, as Data Controller, will process all personal data concerning you pursuant to the applicable privacy laws and in accordance with the Medacta Privacy Policy, available at <https://www.medacta.com/EN/privacy-policy>.



REDEFINING BETTER
IN ORTHOPAEDICS
AND SPINE SURGERY

[MEDACTA.COM](https://www.medacta.com)

Overview of instructions to Independent Proxy
Annual General Meeting of 25.05.2021

Overview agenda items

Number	Agenda item	Total votes	YES	NO	ABSTENTIONS	Invalid
1.1	Approval of the Management Report, the Annual Statutory Financial Statements and the Consolidated Financial Statements for the financial year 2020	17'766'606 100.00%	17'760'677 99.97%	537 0.00%	5'392 0.03%	0 0.00%
1.2	Consultative vote on the Remuneration Report for the financial year 2020	17'766'606 100.00%	17'483'028 98.40%	270'999 1.53%	12'579 0.07%	0 0.00%
2	Approval of the appropriation of available earnings as of December 31, 2020 of Medacta Group SA for the financial year 2020	17'766'606 100.00%	17'759'924 99.96%	1'132 0.01%	5'550 0.03%	0 0.00%
3	Discharge to the Board of Directors and discharge to the Executive Management	3'871'981 100.00%	3'694'041 95.40%	171'488 4.43%	6'452 0.17%	0 0.00%
4	Election of the members of the Board of Directors and of the Chairman of the Board					
4.1	Re-election of Alberto Siccardi, as Member and Chairman of the Board of Directors	17'766'606 100.00%	17'419'931 98.05%	346'024 1.95%	651 0.00%	0 0.00%
4.2	Re-election of Maria Luisa Siccardi Tonolli, as member	17'766'606 100.00%	16'836'035 94.76%	930'070 5.23%	501 0.01%	0 0.00%

Overview of instructions to Independent Proxy
Annual General Meeting of 25.05.2021

Overview agenda items

Number	Agenda item	Total votes	YES	NO	ABSTENTIONS	Invalid
4.3	Re-election of Victor Balli, as member	17'766'606 100.00%	17'430'648 98.11%	334'907 1.89%	1'051 0.00%	0 0.00%
4.4	Re-election of Riccardo Braglia, as member	17'766'606 100.00%	17'721'482 99.75%	553 0.00%	44'571 0.25%	0 0.00%
4.5	Re-election of Philippe Weber, as member	17'766'606 100.00%	17'256'651 97.13%	384'881 2.17%	125'074 0.70%	0 0.00%
5	Election of the members of the Compensation Committee					
5.1	Re-election of Philippe Weber, as member (Chairman)	17'766'606 100.00%	16'915'480 95.21%	725'666 4.08%	125'460 0.71%	0 0.00%
5.2	Re-election of Riccardo Braglia, as member	17'766'606 100.00%	17'717'030 99.72%	4'644 0.03%	44'932 0.25%	0 0.00%
6	Election of the Independent Proxy Holder, Fulvio Pelli, attorney at law	17'766'606 100.00%	17'765'238 99.99%	1'251 0.01%	117 0.00%	0 0.00%
7	Election of the Auditors, Deloitte SA	17'766'606 100.00%	17'590'866 99.01%	175'351 0.99%	389 0.00%	0 0.00%
8.1	Approval of remunerations for the members of the Board of Directors					
8.1 a)	Approval of the maximum aggregate amount of remunerations for the members of the Board of Directors	17'766'606 100.00%	17'449'784 98.22%	273'873 1.54%	42'949 0.24%	0 0.00%

Overview of instructions to Independent Proxy
Annual General Meeting of 25.05.2021

Overview agenda items

Number	Agenda item	Total votes	YES			NO		ABSTENTIONS		Invalid	
8.1 b)	Approval of the overall remuneration for consulting services provided by the members of the Board of Directors	17'766'606 100.00%	15'062'358	84.78%	2'661'749	14.98%	42'499	0.24%	0	0.00%	
8.2	Approval of the maximum aggregate amount of remunerations for the members of the Executive Management										
8.2 a)	Approval of the maximum overall fixed remuneration of the members of the Executive Management for the financial year 2022	17'766'606 100.00%	17'586'104	98.98%	136'283	0.77%	44'219	0.25%	0	0.00%	
8.2 b)	Approval of the maximum overall variable short-term remuneration of the Executive Management for the financial year 2020	17'766'606 100.00%	17'572'051	98.90%	150'020	0.84%	44'535	0.26%	0	0.00%	
8.2 c)	Approval of the maximum overall variable long-term remuneration of the Executive Management for the financial year 2022	17'766'606 100.00%	17'584'233	98.97%	137'954	0.78%	44'419	0.25%	0	0.00%	