

Minutes of the Extraordinary General Meeting of Medacta Group SA

Friday, December 18, 2020, 11:00

at the headquarters of Medacta Group SA

Strada Regina 34, 6874 Castel San Pietro, Switzerland

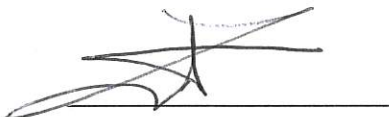
<p>Welcome by the Chairman of the Board of Directors</p>	<p>Dr. Alberto Siccardi, Chairman of the Board of Directors (the "Chair"), opens the Extraordinary General Meeting.</p> <p>Dr. Siccardi notes that Medacta Group SA (or the "Company") holds its Extraordinary General Meeting in accordance with the provisions as stipulated in the Ordinance of the Federal Council of Switzerland on the policies for combatting the coronavirus. Accordingly, shareholders are not allowed to attend the Extraordinary 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.</p> <p>Francesco Siccardi as Group CEO attends the meeting physically.</p> <p>The Board Members Maria Luisa Siccardi Tonolli, Victor Balli, Philippe Weber as well as the Members of the Group Executive Management Alessandro Siccardi, Supply Chain Director and Corrado Farsetta, CFO attend the meeting via video conference or by phone.</p> <p>Riccardo Braglia as designated Member of the Board of Directors and designated Member of the Remuneration Committee attends the meeting physically.</p> <p>Fulvio Pelli, attorney at law, the Independent Proxy Holder, as well as Donato Cortesi, Secretary, who will keep the minutes, are present physically.</p>
<p>Statements</p>	<p>The Chair states that the shareholders have been timely invited to today's Extraordinary General Meeting.</p> <p>The Company's share capital registered with the commercial register prior to the closure of the share register on December 14, 2020 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 December 14, 2020 is represented today by the Independent Proxy Holder, Fulvio Pelli: a total of 18'464'747 shares with a par value of CHF 0.10 each; or rather voting rights are represented that equate to approximately 92% 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 Extraordinary General Meeting as duly convened and quorate for the proposed agenda.</p> <p>The Chair moves on to the first agenda item.</p>						
Agenda items	<p>1. Election of Riccardo Braglia as Member of the Board of Directors</p> <p>The Board of Directors proposes the election of Riccardo Braglia as Member of the Board of Directors for a term of office ending with the Annual General Meeting of Medacta Group SA for the financial year 2020.</p> <p>The ballot produces the following results:</p> <table border="1" data-bbox="520 1389 1372 1594"> <tr> <td>Yes-votes</td> <td>18'410'751</td> </tr> <tr> <td>Dissenting-votes</td> <td>5'503</td> </tr> <tr> <td>Abstentions</td> <td>48'493</td> </tr> </table> <p>The Chair states that the Extraordinary General Meeting has therewith approved the proposals made by the Board of Directors.</p>	Yes-votes	18'410'751	Dissenting-votes	5'503	Abstentions	48'493
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	<p>2. Election of Riccardo Braglia as Member of the Remuneration Committee</p> <p>The Board of Directors proposes the election of Riccardo Braglia as Member of the Remuneration Committee for a term of office ending with the Annual General Meeting of Medacta Group SA for the financial year 2020.</p> <p>The ballot produces the following results:</p> <table border="1" data-bbox="520 614 1372 814"> <tr> <td>Yes-votes</td> <td>18'410'116</td> </tr> <tr> <td>Dissenting-votes</td> <td>5'628</td> </tr> <tr> <td>Abstentions</td> <td>49'003</td> </tr> </table> <p>The Chair states that the Extraordinary General Meeting has therewith approved the proposal made by the Board of Directors.</p>	Yes-votes	18'410'116	Dissenting-votes	5'628	Abstentions	49'003
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Closing of the meeting	The Chair closes the meeting at 11:30.						

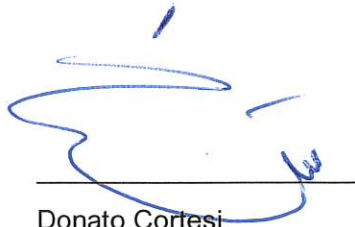
Castel San Pietro, December 18, 2020

Chairman



Alberto Siccardi

Secretary and keeper of the minutes



Donato Cortesi

Exhibits:

Copy of the invitation to the Extraordinary General Meeting

Voting profile (instructions) independent proxy produced by SisWare AG

To the shareholders of Medacta Group SA

Invitation to the Extraordinary General Meeting



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International 

TO THE SHAREHOLDERS OF MEDACTA GROUP SA

Invitation to the Extraordinary General Meeting

Castel San Pietro, November 23, 2020

Friday, December 18, 2020, 11.00 (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 Extraordinary General Meeting pertaining to the coronavirus (COVID-19):

Medacta Group SA will hold its Extraordinary General Meeting on December 18, 2020 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 Extraordinary General Meeting in person**. Shareholders will only 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



Medacta Group SA

AGENDA AND PROPOSALS OF THE BOARD OF DIRECTORS

1. ELECTION OF RICCARDO BRAGLIA AS MEMBER OF THE BOARD OF DIRECTORS

The Board of Directors intends to further strengthen its competences with the election of Riccardo Braglia as additional independent member of the Board of Directors. Riccardo Braglia is the Group Vice-Chairman of the Board and CEO of Helsinn Holding SA, the parent company of Swiss headquartered Helsinn Group. Reference is made to the press release including a brief biography of Dr. R. Braglia under <https://www.medacta.com/EN/press?newsID=2041020>. The Board of Directors of Medacta Group SA will thereafter be composed of Alberto Siccardi as President and Chairman, Maria Luisa Siccardi Tonolli as Member, Victor Balli as Lead independent Member, Riccardo Braglia as independent Member and Philippe Weber as independent Member. All members will be in office until the Annual General Meeting for the financial year 2020.

Motion: The board of Directors proposes the election of Riccardo Braglia as Member of the Board of Directors for a term of office ending with the Annual General Meeting of Medacta Group SA for the financial year 2020.

2. ELECTION OF RICCARDO BRAGLIA AS MEMBER OF THE REMUNERATION COMMITTEE

With the entrance of Riccardo Braglia in the Board of Directors, it is intended to streamline the Remuneration Committee. Therefore, it is proposed to have him elected as new independent Member of the Remuneration Committee succeeding Alberto Siccardi and Victor Balli as Members of this Committee. The Remuneration Committee will then be composed of the independent directors Philippe Weber, as Chairman, and Riccardo Braglia as member.

Motion: The Board of Directors proposes the election of Riccardo Braglia as Member of the Remuneration Committee for a term of office ending with the Annual General Meeting of Medacta Group SA for the financial year 2020.

Medacta Group SA

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 Extraordinary General Meeting in person**. Shareholders will **only** 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.

PRESENTATION OF THE NEW MEMBER OF THE BOARD AND OF THE REMUNERATION COMMITTEE

The press release including a brief biography of Dr. R. Braglia is available online at <https://www.medacta.com/EN/press?newsID=2041020>.

RECORD DATE

Only shareholders who are on record in the share register with voting rights on December 14, 2020 are entitled to exercise their voting rights. From December 15, 2020 to and including December 18, 2020, no entries will be made in the share register which would create a right to vote at the Extraordinary General Meeting. Shareholders who sell part or all their shares before the Extraordinary General Meeting are no longer entitled to vote to that extent.

REPLY FORM AND REGISTRATION

Enclosed with 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, Lugano.

Shareholders who wish to grant a proxy are kindly asked to complete and sign the reply form and send it until December 14, 2020 at the latest (date of receipt) to the following address: Medacta Group SA, c/o SisWare AG, Miliärstrasse 3, 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 December 16, 2020 at 5.59 pm. 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>

Medacta Group SA



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AND SPINE SURGERY**

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

Overview of instructions to independent proxy

Extraordinary General Meeting of 18.12.2020

Overview agenda		Total	Yes	No	Abstentions
1	Election of a new Member of the Board of Directors Riccardo Braglia	18 464 747	18 410 751	5 503	48 493
2	Election of a new member of the Remuneration Committee Riccardo Braglia	18 464 747	18 410 116	5 628	49 003
