



Invitation

to the 31st Annual General Meeting of DocMorris AG

.....
Thursday, 2 May 2024, 5.00 p.m. CEST
Kongresshaus Zurich, Claridenstrasse 5, 8002 Zurich
.....

Dear Shareholders,

On behalf of the Board of Directors and the Executive Board, I would like to cordially invite you to the Annual General Meeting of DocMorris AG as well as the following aperitif.

Date Thursday, 2 May 2024
Venue Kongresshaus Zurich, Claridenstrasse 5, 8002 Zurich
Door opening 4 p.m.
Start 5 p.m.

You may request your personal admission card and voting materials using the enclosed registration form. Further information on participation, eligibility to vote and proxy representation at the Annual General Meeting can be found in the section “Organisational notes” on page 11.

I look forward to welcoming you to the Annual General Meeting.

DocMorris AG

A handwritten signature in black ink, appearing to read 'Walter Oberhänsli', with a stylized flourish at the end.

Walter Oberhänsli
Chairman of the Board of Directors

Frauenfeld, April 2024

Agenda

1. **Approval of the annual report and the consolidated and statutory financial statements 2023**
The Board of Directors proposes that the annual report, the consolidated and the statutory financial statements for the 2023 financial year be approved.

2. **Appropriation of the balance sheet result 2023 of DocMorris AG**
The Board of Directors proposes that the balance sheet result be appropriated as follows:

Loss carried forward from previous year	CHF	-183,466,395
Net income/(loss)	CHF	115,955,743
Accumulated loss	CHF	-67,510,652
Carried forward to new account	CHF	-67,510,652

The Board of Directors thus proposes to the Annual General Meeting that no dividend be paid for 2023 and that the entire amount of CHF -67,510,652 be carried forward to the new account.

3. **Granting of discharge to the members of the Board of Directors and the Executive Board from liability**
The Board of Directors proposes that its members and the members of the Executive Board be discharged for liability for the 2023 financial year.
4. **Amendments of the Articles of Association**
The Board of Directors proposes that the Articles of Association be amended as set out in Appendix 1 to this invitation. Detailed explanations of the proposed amendments to the Articles of Association and a presentation of the proposed amendments to the current Articles of Association can be found in Appendix 1 to this invitation.
- 4.1 **Adaptation of various provisions on the subject of General Meetings to the new company law**
- 4.2 **Adjustment of the threshold for placing an item on the agenda of the General Meeting (paragraph 1 of Article 10 of the Articles of Association)**
- 4.3 **Adaptation of various provisions to the company's new terminology ("Executive Board" instead of "Group Management")**
5. **Conditional capital for financing, acquisitions and other purposes**
The Board of Directors proposes the insertion of a new paragraph 1bis in Article 3c of the Articles of Association and an addition to paragraph 1 in Article 3e of the Articles of Association as follows (changes are underlined):

Article 3c

[Margin note:] *Conditional Share Capital for Financing, Acquisitions and other Purposes*

¹ The share capital of the Company may be increased by an amount not to exceed CHF 118,113,360.00 through the issuance of up to 3,937,112 fully paid up registered shares with a par value of CHF 30.00 each through the exercise or mandatory exercise of conversion, exchange, option, warrant or similar rights for the subscription of shares granted to shareholders or third parties alone or in connection with bonds, notes, options, warrants or other financial market instruments or contractual obligations of the Company or any of its subsidiaries (hereinafter collectively, the **Financial Instruments**). Of the conditional share capital pursuant to this paragraph of Article 3c of these Articles of Association, a nominal amount of CHF 37,167,720.00 is reserved for the creation of up to 1,238,924 registered shares with a par value of CHF 30.00 each as a result of the exercise of conversion rights by the creditors of the CHF 175 million convertible bond maturing on 31 March 2025 and of the CHF 94.972 million convertible bond maturing 15 September 2026. Therefore, they cannot be used for any other purpose except for the reorganization of these convertible bonds, e.g. in the context of an exchange offer or a repurchase offer with a related new issue; for the purpose of such reorganization, reserved shares shall be released to the extent that one of the convertible bonds is replaced.

lbs If, in the period from 9 April 2024 to 31 March 2025, one or both convertible bonds pursuant to paragraph 1 are reorganized and one or more convertible bonds are issued, the number of 3,937,112 registered shares pursuant to paragraph 1 shall be increased by a number of shares and the amount of CHF 118,113,360.00 pursuant to paragraph 1 by a corresponding CHF amount, determined as follows:

– Number of shares: (i) number of shares subject to the CHF amount of the new convertible bond(s) to the extent necessary to cover the amount of the completed reorganization of the old convertible bond(s) (e.g. repurchase or exchange), minus (ii) number of shares subject to the CHF amount of the completed reorganization of the reorganized convertible bond(s). If several new convertible bonds are issued for the same reorganization, the relevant number of shares under (i) is calculated in such a way that the shares subject to convertible bonds with a lower conversion price are fully included in the calculation before those with a higher conversion price are included. The details of the calculation follow the rules of the respective convertible bond;

– CHF amount: is calculated by multiplying the number of shares, determined in accordance with the previous indent, by CHF 30.

In no case will the number of 3,937,112 shares pursuant to paragraph 1 be increased to more than 4,707,112 shares and the amount of CHF 118,113,360.00 pursuant to paragraph 1 be increased to more than CHF 141,213,360.00.

[Paragraphs 2–4 remain unchanged]

Article 3e

[Margin note:] *Exercise of Rights to Obtain Shares from Conditional Capital*

From 4 May 2023 until 30 September 2027, the authority of the Board of Directors to exclude preemptive rights in the event of a capital increase based on Article 3a paragraphs 1 and 4 of these Articles of Association and to exclude advance subscription rights based on Article 3c paragraphs 1 and 3 of the Articles of Association shall be limited to a total of 1,291,675 shares to be issued or serving as underlying. This restriction does not cover situations in which the preemptive or advance subscription rights of shareholders are indirectly upheld with respect to the shares to be issued or financial instruments to be issued (such as in the case of an issuance via a financial institution offering the shares to the shareholders or if the shares are issued for servicing financial instruments for which this provision has been complied with but are put to an interim use in the sense of these financial instruments, such as a stock lending, and are therefore issued well in advance of the conversion or exercise of the financial instrument). From 4 May 2023 until 30 September 2027, the authority of the Board of Directors to increase capital under Art. 3a paragraph 1 and to reserve shares under Art. 3c paragraph 1 is limited to a total of 2,640,769 shares; each share issued under Art. 3a paragraph 1 reduces the authority to reserve under Art. 3c paragraph 1 and vice versa. The limit of 2,640,769 shares increases to the same extent as the number of 3,937,112 shares pursuant to Art. 3c paragraph 1 increases due to the provisions of Art. 3c paragraph 1bis.

In the case of the reuse of shares to back financial instruments issued in the course of a reorganization pursuant to Art. 3c para. 1 last sentence, the restrictions pursuant to the preceding paragraph shall not apply.

- 6. Re-election of the members and the chairman of the Board of Directors**
The Board of Directors proposes that all members of the Board of Directors be re-elected for a further term of office concluding at the end of the next Annual General Meeting:
- 6.1 Re-election of Walter Oberhänsli as member and as chairman of the Board of Directors in the same vote**
- 6.2 Re-election of Prof. Dr. Andréa Belliger as member**
- 6.3 Re-election of Prof. Stefan Feuerstein as member**
- 6.4 Re-election of Rongrong Hu as member**
- 6.5 Re-election of Dr. Christian Mielsch as member**
- 6.6 Re-election of Florian Seubert as member**
- 7. Re-election of the members of the Compensation and Nomination Committee**
The Board of Directors proposes that all members of the Compensation and Nomination Committee be re-elected for a further term of office concluding at the end of the next Annual General Meeting:
- 7.1 Re-election of Rongrong Hu as member**
- 7.2 Re-election of Walter Oberhänsli as member**
- 7.3 Re-election of Florian Seubert as member**

8. Re-election of the independent proxy

The Board of Directors proposes that Buis Bürgi AG, Zurich, be re-elected as independent proxy for a further term of office concluding at the end of the next Annual General Meeting.

9. Re-election of the auditors

The Board of Directors proposes that Ernst & Young Ltd, Zurich, be re-elected as auditors for a further term of office concluding at the end of the next Annual General Meeting.

10. Approval of the Sustainability Report 2023

The Board of Directors proposes to approve the Sustainability Report 2023.

11. Compensation**11.1 Consultative vote on the Compensation Report 2023**

The Board of Directors recommends to approve the Compensation Report 2023 in a consultative vote.

11.2 Approval of the maximum aggregate amount for the fixed compensation of the Board of Directors for the 2025 financial year

The Board of Directors proposes to approve the maximum aggregate amount for the fixed compensation of the members of the Board of Directors of CHF 1,330,000 for the financial year 2025.

11.3 Approval of the aggregate amount for the short-term variable compensation of the Executive Board for the 2023 financial year

The Board of Directors proposes to approve the aggregate amount for the short-term variable compensation of the members of the Executive Board of CHF 1,526,000 for the completed financial year 2023.

11.4 Approval of the aggregate amount for the long-term variable compensation of the Executive Board for the 2025 financial year

The Board of Directors proposes to approve the aggregate amount for the long-term variable compensation of the members of the Executive Board of CHF 1,500,000 for the financial year 2025.

11.5 Approval of the maximum aggregate amount for the fixed compensation of the Executive Board for the 2025 financial year

The Board of Directors proposes to approve the maximum aggregate amount for the fixed compensation of the members of the Executive Board of CHF 3,200,000 for the financial year 2025.

Explanatory notes on the agenda**— Approval of the annual report and the consolidated and statutory financial statements 2023 (agenda item 1)**

In the opinion of the Board of Directors, the annual report and the consolidated and statutory financial statements have been prepared in accordance with the applicable accounting standards and the applicable provisions of the Swiss Code of Obligations. The annual report and the consoli-

dated and statutory financial statements have been audited by the Company's auditors and have received an unqualified audit opinion. The Board of Directors is further of the opinion that neither the annual report nor the consolidated or the statutory financial statements contain specific facts that require an in-depth discussion.

— **Appropriation of the 2023 balance sheet result of DocMorris AG (agenda item 2)**

Due to the currently expected medium to long-term financial needs of the Company, the Board of Directors considers it appropriate and expedient not to propose any distributions. The accumulated loss result shall be carried forward to the next account.

— **Granting of discharge to the members of the Board of Directors and the Executive Board from liability (agenda item 3)**

The Board of Directors is not aware of any facts suggesting that discharge from liability should be refused.

— **Amendments to the Articles of Association (agenda item 4)**

Detailed explanations by the Board of Directors are included in Appendix 1 to this invitation.

— **Conditional share capital for financing, acquisitions and other purposes (agenda item 5)**

The Company constantly monitors the capital market and examines opportunities to optimise its financing. This includes primarily the possible refinancing of the convertible bond maturing in 2025, as its conversion price is significantly higher than the current share price. Due to this high conversion price, a potential new convertible bond used for refinancing may require and thus tie up proportionately more underlying shares than are released by the refinancing. The Board of Directors has no discretion with regard to the issuance of such an excess number of shares, but must make them available in order to secure the refinancing. The proposed amendment to Article 3c with a new paragraph 1bis is intended to ensure that this excess number of shares is available to the Board of Directors again for future financing at the discretion of the Board of Directors after being used for a refinancing of convertible bonds. This does not extend the authority of the Board of Directors to issue shares on a discretionary basis, but merely maintains it. In particular, this keeps a potentially required flexible and short term financing option available and avoids the need to hold an Extraordinary General Meeting for such a purpose. Accordingly, there is a time limit including in the relevant provision in the Articles of Association until shortly before the 2025 Annual General Meeting for the 2024 financial year. The proposed amendments then also require a consequential amendment in Article 3e paragraph 1. The maximum issuing authorisation, as provided for in the last sentence of paragraph 1, must be increased accordingly. The Board of Directors does not propose any adjustment regarding the issue or commitment of shares with the exclusion of subscription or advance subscription rights.

— **Re-election of the members and the chairman of the Board of Directors (agenda item 6)**

In the opinion of the Board of Directors, the Board in its current composition works efficiently and well together and meets the needs of DocMorris AG. It also meets the requirements in terms of expertise and diversity. Furthermore, it is of the opinion that the current chairman of the Board of Directors is ideally suited to lead the Board and represent DocMorris externally. Lastly, it concluded that continuity in the composition of the Board of Directors, which has proven itself well, is in the best interest of DocMorris. Further information on the members of the Board of Directors can be found in the Corporate Governance Report, which is available in the download centre at <https://report.docmorris.com>.

— Re-election of the members of the Compensation and Nomination Committee (agenda item 7)

In the opinion of the Board of Directors, the Compensation and Nomination Committee in its current composition has advised and supported DocMorris AG in matters of compensation in the past financial year comprehensively and in a manner appropriate to its needs. In addition, the Board of Directors considers the current members to be independent within the meaning of the “Swiss Code of Best Practice for Corporate Governance” of *economiesuisse*, as they are neither involved in the operational management of DocMorris nor affiliated with important shareholders of the Company. The Board of Directors further believes that continuity in the composition of the Compensation and Nomination Committee, which has proven to be well established, is in the best interest of DocMorris.

— Re-election of the independent proxy (agenda item 8)

In the opinion of the Board of Directors, Buis Bürgi AG, Zurich, is independent and well acquainted with the duties as an independent proxy, which guarantees a smooth process.

— Re-election of the auditors (agenda item 9)

In the opinion of the Board of Directors, Ernst & Young AG, Zurich, is well acquainted with the tasks of an auditor as well as with the internal procedures of DocMorris AG, which guarantees a smooth audit process. The Board of Directors has no indication that the performance of the auditors in the past year was anything other than fully satisfactory.

— Approval of the Sustainability Report 2023 (agenda item 10)

With the introduction of Article 964a et seq. of the Swiss Code of Obligations, DocMorris AG is obliged for the first time this year to submit the report on non-financial matters to the Annual General Meeting for approval. This report is an integral part of the Sustainability Report. The report covers environmental matters, in particular the CO₂ targets, social issues, employee-related issues, respect for human rights and the combating corruption, and in particular provides a comprehensive overview of the results achieved by the Company in 2023 with regard to its sustainability targets. The disclosures on non-financial matters required by Article 964b of the Swiss Code of Obligations are included and reported in the Sustainability Report. The Board of Directors is of the opinion that the Sustainability Report has been prepared in accordance with the applicable provisions of the Swiss Code of Obligations and the guidelines and directives set out in the report. The Board of Directors is also of the opinion that the Sustainability Report does not contain any individual elements that require special emphasis or further discussion with regard to the vote. The Sustainability Report is available in the download centre at <https://report.docmorris.com>.

— Consultative vote on the Compensation Report 2023 (agenda item 11.1)

The purpose of the Compensation Report is to provide shareholders with information on the compensation systems, policies and practices relating to the Board of Directors and the members of the Executive Board. In the opinion of the Board of Directors, the Compensation Report 2023 has been prepared in accordance with the applicable accounting standards as well as the applicable provisions of the Swiss Code of Obligations. The Compensation Report has been audited by the Company's auditors and received an unqualified audit opinion. It is further the opinion of the Board of Directors that there are no specific facts contained therein that would require in-depth discussion. The Compensation Report is available in the download centre at <https://report.docmorris.com>.

— **Approval of the maximum aggregate amount for the fixed compensation of the Board of Directors for the 2025 financial year (agenda item 11.2)**

The structure and level of compensation of the Board of Directors are reviewed periodically and are aligned with the industry environment. The compensation consists of a combination of a basic compensation and an additional compensation for the work in committees. For their work, the members of the Board of Directors receive a fixed basic compensation per term of office (retainer), 70% of which is paid out in cash and 30% in the form of registered shares of DocMorris AG, which are subject to a three-year blocking period. The compensation amount is not linked to any performance component and there is no variable compensation. The proposed maximum aggregate amount for the 2025 financial year of CHF 1,330,000 is based on the assumption that the six proposed persons will be re-elected as members of the Board of Directors (and of the Compensation and Nomination Committee) at the 2024 Annual General Meeting. The amount consists of the fixed compensation in cash and in shares, the committee fee, social security contributions and a reserve of approximately 5% of the expected fixed compensation for 2025. The reserve takes into account various types of unforeseen expenses, compensation adjustments and/or unexpected costs, e.g. taxes contractually owed or immediately payable. For the 2023 financial year, the total compensation paid to the members of the Board of Directors was CHF 1,312,000.

Based on the recommendations of the Compensation and Nomination Committee, it is the opinion of the Board of Directors that the structure and amount of the compensation is in line with common market practice of companies listed on the SIX Swiss Exchange, which are comparable to DocMorris AG, is appropriate in view of the work performed by the members of the Board of Directors and is consistent with the compensation principles set forth in the Articles of Association.

— **Approval of the aggregate amount for the short-term variable compensation of the Executive Board for the 2025 financial year (agenda item 11.3)**

For the completed financial year 2023, the proposed maximum aggregate amount of CHF 1,526,000 for the variable compensation of the members of the Executive Board has been calculated. This amount consists of a short-term variable compensation in cash of CHF 1,355,000 and pension benefits of CHF 171,000. Two members of the Executive Board receive the cash compensation in EUR. Therefore, the actual payment may differ depending on the exchange rate at the time of payment.

— **Approval of the aggregate amount for the long-term variable compensation of the Executive Board for the 2025 financial year (agenda item 11.4)**

For the financial year 2025, the proposed aggregate amount of CHF 1,500,000 for the long-term variable compensation of the members of the Executive Board has been calculated. The long-term variable compensation is allocated to the members of the Executive Board in the form of performance share units (PSUs), i.e. conditional shares whose allocation is linked to predefined service and performance conditions. In order to further promote a rapid recovery of DocMorris' share price and thus to increase value creation for shareholders, the Board of Directors has been setting ambitious share price targets since 2023. Thus, PSUs will only be converted into shares if the DocMorris share price has increased to at least CHF 100 at the end of the three-year performance period. The maximum conversion rate of one PSU into two shares is if the DocMorris share price increases to CHF 140 with linear interpolation within the price range of CHF 100 and CHF 140. Details of the PSU terms can be found in the Compensation Report 2023.

— **Approval of the maximum aggregate amount for the fixed compensation of the Executive Board for the 2025 financial year (agenda item 11.5)**

For the 2025 financial year, the requested maximum aggregate amount of CHF 3,200,000 is calculated based on a fixed compensation of five members of the Executive Board. This amount consists of the fixed basic compensation, the fringe benefits, the employer contributions to the pension funds, the social security contributions (AHV/IV/EO and ALV) and the daily sickness benefits and accident insurance as well as a reserve of approx. 10% of the expected fixed compensation for 2025. The reserve takes into account various types of unforeseen expenses, compensation adjustments and/or unexpected costs, e.g. taxes contractually owed or immediately payable. One member of the Executive Board is paid in EUR. The aggregate proposed amount includes the conversion of the compensation for this member based on the average exchange rate for 2023 of 1 EUR = 0.9714 CHF. Exchange rate fluctuations until the final payment of all compensation elements are not taken into account. For the 2023 financial year, a total of CHF 3,450,000 was paid to the seven members of the Executive Board (fixed basic salary incl. fringe benefits and pension benefits).

— **Joint explanation for agenda items 11.3 to 11.5**

Based on the recommendations of the Compensation and Nomination Committee, the Board of Directors is of the opinion that the compensation of the Executive Committee is in line with common market practice of companies listed on the SIX Swiss Exchange, which are comparable to DocMorris AG, is appropriate in view of the work performed by the members of the Executive Committee and is in accordance with the compensation principles set forth in the Articles of Association.

Organisational notes

— **Eligibility to attend and vote/admission card**

If you would like to attend the Annual General Meeting in person, please register and request an admission card using the enclosed registration form. Alternatively, you have the option of ordering the admission card electronically. The access information to the online platform is printed on the registration form. Admission cards will be sent out from 17 April 2024. All shareholders whose shares are registered in DocMorris AG's share register on 24 April 2024 will be entitled to vote. From 25 April 2024 to the day of the Annual General Meeting, no more entries in the share register will be made.

— **Appointment of proxies**

Shareholders who are unable to attend the Annual General Meeting in person may appoint any of the following persons as their proxy:

- any proxy authorised in writing. Pursuant to article 12 paragraph 2 of the Articles of Association of DocMorris AG, the proxy must present a written power of attorney;
- the independent proxy Buis Bürgi AG, Mühlebachstrasse 8, P.O. Box, 8024 Zurich. The proxy must be granted by using the duly completed registration form enclosed with this invitation or via the electronic platform by 12:00 noon (receipt) on 30 April 2024. The access information to the online platform is printed on the registration form. If you would like to issue specific voting instructions, please use the form on the back of the registration form or the online platform before the close of instructions by 12:00 noon on 30 April 2024. In the absence of specific instructions, the independent proxy will vote in favour of the proposals of the Board of Directors.

— **Waiver of postal delivery of documents**

DocMorris now offers the option of waiving the postal delivery of documents via the online platform. Instead, you will receive an e-mail with a link to the online platform for the next Annual General Meeting, where you can access the invitation, order the admission card or issue instructions to the independent proxy after logging in. To do this, use the “Activate electronic delivery” link on the online platform and follow the instructions to register your e-mail address and mobile phone number.

— **Annual Report**

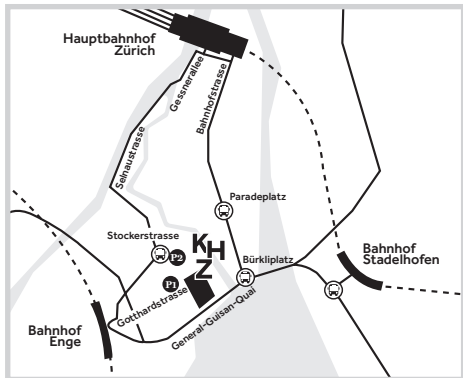
DocMorris' full 2023 Annual Report, including the Compensation Report and the Sustainability Report, can be viewed and downloaded here: <https://report.docmorris.com>.

— **Queries**

If you have any queries about the Annual General Meeting, please contact Lisa Lüthi, Senior Investor Relations Manager, phone: +41 52 560 58 12, e-mail: ir@docmorris.com.

— **Directions**

The Kongresshaus Zurich is easily accessible from the main railway station and Stadelhofen station. If you are travelling by car, the Park Hyatt Zurich (P1) and Bleicherweg (P2) car parks are located in the immediate vicinity of the Kongresshaus. Detailed information on how to get there by public transport or by car can be found at <https://www.kongresshaus.ch/de/ueber-uns/downloads>. The entrance to the Kongresshaus is at Claridenstrasse 5.



Appendix

Appendix 1: Amendments of the Articles of Association (agenda item 4)

Agenda item 4.1: Adaptation of various provisions on the subject of General Meetings to the new company law

On 1 January 2023, the revision of company law came into force. A large number of the amendments were voted on at the 2023 Annual General Meeting already, while a few provisions still need to be amended so that they are also in line with the revised company law.

Minority rights were strengthened with the revision of company law. For example, the threshold for the right to convene an extraordinary general meeting was lowered from 10% to 5% of the share capital or votes, resulting in an amendment to article 8 paragraph 2 letter (c). Furthermore, the new law provides that in the case of unannounced items on the agenda, a resolution may also be passed on proposals submitted for the election of an auditor. These changes in the company law lead to changes in article 10 paragraph 2.

According to the new company law, the annual report (including audit reports) must be made available to shareholders. It is clarified that, if the documents are not available electronically, every shareholder can request that they be sent to them in good time. This leads to an amendment in article 9 paragraph 3 of the Articles of Association. This also clarifies that, in addition to the annual report, compensation report and audit reports, any report on non-financial matters must also be made available in this way. The revision of company law has also clarified which information must be disclosed in the invitation. These requirements are to be adopted in article 9 paragraph 4 of the Articles of Association.

Under the new law, companies whose shares are listed on a stock exchange must make the resolutions and election results electronically available within 15 days after the conclusion of a general meeting, stating the exact voting results. In addition, shareholders may request that the minutes be made available to them within 30 days of a general meeting. These legal requirements are also intended to be anchored in the Articles of Association in article 11 paragraph 2.

The clarification in the Articles of Association that a shareholder may be represented at the general meeting by a proxy who need not be a shareholder is no longer necessary under the new company law and should therefore be deleted from the Articles of Association. This leads to the amendment of article 12 paragraph 2 of the Articles of Association.

The powers of the general meeting and the catalogue of resolutions of the general meeting requiring a qualified majority have been expanded under the new law and result in amendments to article 7 paragraph 2 no 6, 7, 8, 10, article 8 paragraph 2, article 13 paragraphs 1, 2 and 3, and article 32 paragraph 2.

The Board of Directors proposes to amend article 7 paragraph 2 no 6–12, article 8 paragraph 2, article 9 paragraphs 3 and 4, article 10 paragraph 2, article 11 paragraph 2, article 12 paragraph 2, article 13 paragraphs 1, 2 and 3 as well as article 32 paragraph 2 as follows:

Version according to the proposal of the Board of Directors (additions/deletions)

Article 7 paragraph 2 no 6-12

2 The General Meeting of Shareholders shall have the following inalienable powers:

(...)

6. the approval of the annual financial statements and the resolution on the appropriation of the unappropriated profit, in particular the declaration of dividends and shares in profit;

7. the determination of the interim dividend and the approval of the interim financial statements required therefor;

8. the resolution on the repayment of the statutory capital reserve;

~~7.~~ 9. the release from liability of the members of the Board of Directors and the persons entrusted with management;

10. delisting of the equity securities of the Company;

~~8.~~ 11. the approval of the compensation of the Board of Directors and the Group Management pursuant to article 25 of these Articles of Association; and

~~9.~~ 12. the adoption of resolutions on matters that are reserved to the General Meeting of Shareholders by law or these Articles of Association or that are, subject to article 716a CO, submitted to the General Meeting of Shareholders by the Board of Directors.

Clean version

Article 7 paragraph 2 no 6-12

2 The General Meeting of Shareholders shall have the following inalienable powers:

(...)

6. the approval of the annual financial statements and the resolution on the appropriation of the unappropriated profit, in particular the declaration of dividends and shares in profit;

7. the determination of the interim dividend and the approval of the interim financial statements required therefor;

8. the resolution on the repayment of the statutory capital reserve;

9. the release from liability of the members of the Board of Directors and the persons entrusted with management;

10. delisting of the equity securities of the Company;

11. the approval of the compensation of the Board of Directors and the Group Management pursuant to article 25 of these Articles of Association; and

12. the adoption of resolutions on matters that are reserved to the General Meeting of Shareholders by law or these Articles of Association or that are, subject to article 716a CO, submitted to the General Meeting of Shareholders by the Board of Directors.

Article 8 paragraph 2

- 2 Extraordinary General Meetings of Shareholders shall be held if
 - (a) the Board of Directors or the Auditors deem it necessary;
 - (b) so resolved by a General Meeting of Shareholders; or
 - (c) shareholders who hold, alone or together, shares representing at least 40 5 percent of the share capital or votes so request in writing, indicating the matters to be discussed and the corresponding proposals and, in case of elections, the names of the nominated candidates.

Article 9 paragraphs 3 and 4

- 3 The annual report, the compensation report and the Auditors' reports as well, if applicable, the report on non-financial matters shall be made available for inspection by the shareholders at the registered office of the Company no later than 20 calendar days prior to before the Annual General Meeting of Shareholders. Registered shareholders shall be informed in writing in the notice. If these documents are not available electronically, each shareholder may request that they be sent to him in due time.
- 4 In addition to the date, start, kind and place of the meeting, the convocation notice shall state the items to be discussed, the motions of the board of directors together with a brief statement of the reasons, the motions of the shareholders, if any, together with a brief statement of the reasons, and the name and address of the independent proxy. The notice shall specify the items on the agenda as well as the proposals of the Board of Directors and the shareholder(s) who requested that a General Meeting of Shareholders be held or an item be included on the agenda and, in the event of elections, the names of the proposed candidates.

Article 8 paragraph 2

- 2 Extraordinary General Meetings of Shareholders shall be held if
 - (a) the Board of Directors or the Auditors deem it necessary;
 - (b) so resolved by a General Meeting of Shareholders; or
 - (c) shareholders who hold, alone or together, shares representing at least 5 percent of the share capital or votes so request in writing, indicating the matters to be discussed and the corresponding proposals and, in case of elections, the names of the nominated candidates.

Article 9 paragraphs 3 and 4

- 3 The annual report, the compensation report and the Auditors' reports as well, if applicable, the report on non-financial matters shall be made available to the shareholders no later than 20 calendar days before the Annual General Meeting of Shareholders. If these documents are not available electronically, each shareholder may request that they be sent to him in due time.
- 4 In addition to the date, start, kind and place of the meeting, the convocation notice shall state the items to be discussed, the motions of the board of directors together with a brief statement of the reasons, the motions of the shareholders, if any, together with a brief statement of the reasons, and the name and address of the independent proxy.

Article 10 paragraph 2

² No resolutions may be passed at a General Meeting of Shareholders on proposals concerning agenda items for which proper notice was not given. This provision shall not apply to proposals made during a General Meeting of Shareholders to convene an Extraordinary General Meeting of Shareholders, to elect an auditor or to initiate a special ~~audit~~ investigation.

Article 11 paragraph 2

² The acting chair of the General Meeting of Shareholders shall appoint the minute keeper and the vote counters, none of whom need to be shareholders. The minutes shall be signed by the acting chair of the General Meeting of Shareholders and the minute keeper. Any shareholder may request that the minutes be made available within 30 days of the General Meeting of Shareholders. The resolutions and the results of the elections shall be made available electronically within 15 days after the General Meeting of Shareholders, stating the exact number of votes.

Article 12 paragraph 2

² The Board of Directors shall establish the rules regarding the participation in and representation at the General Meeting of Shareholders and shall determine the requirements as to proxies and instructions. A shareholder may only be represented at the General Meeting of Shareholders by the independent voting rights representative, its legal representative or, by means of a written proxy, by any other proxy, ~~who need not be a shareholder~~. All shares held by a shareholder may only be represented by one person.

Article 10 paragraph 2

² No resolutions may be passed at a General Meeting of Shareholders on proposals concerning agenda items for which proper notice was not given. This provision shall not apply to proposals made during a General Meeting of Shareholders to convene an Extraordinary General Meeting of Shareholders, to elect an auditor or to initiate a special investigation.

Article 11 paragraph 2

² The acting chair of the General Meeting of Shareholders shall appoint the minute keeper and the vote counters, none of whom need to be shareholders. The minutes shall be signed by the acting chair of the General Meeting of Shareholders and the minute keeper. Any shareholder may request that the minutes be made available within 30 days of the General Meeting of Shareholders. The resolutions and the results of the elections shall be made available electronically within 15 days after the General Meeting of Shareholders, stating the exact number of votes.

Article 12 paragraph 2

² The Board of Directors shall establish the rules regarding the participation in and representation at the General Meeting of Shareholders and shall determine the requirements as to proxies and instructions. A shareholder may only be represented at the General Meeting of Shareholders by the independent voting rights representative, its legal representative or, by means of a written proxy, by any other proxy. All shares held by a shareholder may only be represented by one person.

Article 13 paragraphs 1, 2 and 3

1 The General Meeting of Shareholders shall pass its resolutions and decide its elections by the ~~absolute~~ majority of the votes represented, unless required otherwise by law or these Articles of Association.

2 Two thirds of the votes represented and the ~~absolute~~ majority of the par value of shares represented shall be required for the adoption of resolutions of the General Meeting of Shareholders on the following matters:

1. the modification of the purpose of the Company

2. the consolidation ~~creation~~ of shares ~~with preferential voting rights~~;

~~3. restrictions of the transferability of registered shares and the easing or lifting of such restrictions;~~

~~4. an authorized or conditional share capital increase;~~

~~5. 3. a share the increase of capital increase by conversion out of equity surplus, against contributions in kind or for purposes of an acquisition of assets, or by offsetting against a claim and the granting of special benefits;~~

~~6. 4. the limitation or exclusion of preemptive restriction or cancelation of subscription rights;~~

~~5. the introduction of conditional capital and the introduction of a capital band;~~

~~6. the conversion of participation certificates into shares;~~

~~7. the conversion restriction of the transferability of registered shares into bearer shares;~~

~~8. the introduction of voting shares;~~

Article 13 paragraphs 1, 2 and 3

1 The General Meeting of Shareholders shall pass its resolutions and decide its elections by the majority of the votes represented, unless required otherwise by law or these Articles of Association.

2 Two thirds of the votes represented and the majority of the par value of shares represented shall be required for the adoption of resolutions of the General Meeting of Shareholders on the following matters:

1. the modification of the purpose of the Company

2. the consolidation of shares;

3. the increase of capital out of equity, against contributions in kind or by offsetting against a claim and the granting of special benefits;

4. the restriction or cancelation of subscription rights;

5. the introduction of conditional capital and the introduction of a capital band;

6. the conversion of participation certificates into shares;

7. the restriction of the transferability of registered shares;

8. the introduction of voting shares;

9. the change of currency of the share capital;

10. the introduction of the casting vote of the Chairman at the General Meeting of Shareholders;

11. a provision in the Articles of Association for the holding of General Meetings abroad;

12. the delisting of the Company's equity securities;

~~8.~~ 13. the relocation of the registered office of the Company; and

14. the introduction of an arbitration clause in the Articles of Association; and

~~9.~~ 15. the dissolution of the Company.

³ Resolutions and elections shall be decided by open ballot, unless the General Meeting of Shareholders resolves or its acting chair decides that a secret ballot be held or that it be voted by electronic means. The acting chair of the General Meeting of Shareholders may at any time order that a resolution or election be repeated if he considers the vote to be in doubt. The resolution or election previously held shall then be deemed not to have taken place. The exact voting ratio is determined for votes and elections.

Article 32 paragraph 2

² In addition to the reserves required by law, the General Meeting of Shareholders may create ~~other~~ voluntary earnings reserves in compliance with the legal requirements.

9. the change of currency of the share capital;

10. the introduction of the casting vote of the Chairman at the General Meeting of Shareholders;

11. a provision in the Articles of Association for the holding of General Meetings abroad;

12. the delisting of the Company's equity securities;

13. the relocation of the registered office of the Company;

14. the introduction of an arbitration clause in the Articles of Association; and

15. the dissolution of the Company.

³ Resolutions and elections shall be decided by open ballot, unless the General Meeting of Shareholders resolves or its acting chair decides that a secret ballot be held or that it be voted by electronic means. The acting chair of the General Meeting of Shareholders may at any time order that a resolution or election be repeated if he considers the vote to be in doubt. The resolution or election previously held shall then be deemed not to have taken place. The exact voting ratio is determined for votes and elections.

Article 32 paragraph 2

² In addition to the reserves required by law, the General Meeting of Shareholders may create voluntary earnings reserves in compliance with the legal requirements.

Agenda item 4.2: Adjustment of the threshold for placing an item on the agenda of the General Meeting (paragraph 1 of Article 10 of the Articles of Association)

The threshold value of shares with a nominal value of CHF 1,000,000 for placing an item on the agenda at the general meeting was included in the Articles of Association as part of the Company's IPO in 2017 in accordance with the company law applicable at the time. This amount corresponded to 2.9% of the share capital at the time. As a result of the increases in share capital carried out since the IPO and the increase in the nominal value of the Company's registered shares from CHF 5.75 to CHF 30.00 in May 2019, this value had fallen to 0.3% by 31 December 2023, taking into account the number of treasury shares (1,916,835 registered shares as at 31 December 2023). This shrinkage is solely due to the fact that the old company law defined an absolute amount as the threshold, regardless of the amount of share capital and par value, meaning that any increase in share capital and/or par value inevitably led to a decrease in the relative value.

As part of the revision of company law that came into force on 1 January 2023, this value was set at 0.5% of the share capital or the votes for companies whose shares are listed on a stock exchange. In the view of the Board of Directors, the current value of 0.3% is too low, both in light of the amended statutory regulation of 0.5 % and regarding the efficient conduct of the general meeting. It is in the interests of the Company and in line with the principles of good governance that proposals to the general meeting are supported by shareholders with a relevant number of votes. In addition, the percentage of required voting rights should not fall further as a result of future capital increases, as it is the case of as of today with an absolute threshold, which is why a percentage amount of the share capital or the votes rather than an absolute amount should in any case be implemented in the Articles of Association. The Board of Directors therefore proposes in the main proposal that the threshold for placing an item on the agenda of the general meeting be set at 0.5% of the share capital or the votes and, if the main proposal is rejected, in the contingent proposal that it be set at the current level of 0.3% of the share capital or the votes.

The Board of Directors proposes that Article 10 paragraph 1 be amended as follows:

Version according to the proposal of the Board of Directors (additions/deletions)

Article 10 paragraph 1

¹ Shareholders who, alone or together, ~~either hold shares with a par value of at least CHF 4,000,000 or who represent at least 40 percent~~ 0.5 percent of the share capital or the votes may (jointly) request that an item be included on the agenda. Such request must be made in writing at least 45 calendar days prior to the General Meeting of Shareholders, specifying the agenda item and the proposals of the shareholders. Under the same conditions, shareholders may request that proposals regarding agenda items be added to the convocation notice.

Contingent proposal:

Article 10 paragraph 1

¹ Shareholders who, alone or together, ~~either hold shares with a par value of at least CHF 4,000,000 or who represent at least 40 percent~~ 0.5 percent of the share capital or the votes may (jointly) request that an item be included on the agenda. Such request must be made in writing at least 45 calendar days prior to the General Meeting of Shareholders, specifying the agenda item and the proposals of the shareholders. Under the same conditions, shareholders may request that proposals regarding agenda items be added to the convocation notice.

Clean version

Article 10 paragraph 1

¹ Shareholders who, alone or together, represent at least 0.5 percent of the share capital or the votes may (jointly) request that an item be included on the agenda. Such request must be made in writing at least 45 calendar days prior to the General Meeting of Shareholders, specifying the agenda item and the proposals of the shareholders. Under the same conditions, shareholders may request that proposals regarding agenda items be added to the convocation notice.

Contingent proposal:

Article 10 paragraph 1

¹ Shareholders who, alone or together, represent at least 0.5 percent of the share capital or the votes may (jointly) request that an item be included on the agenda. Such request must be made in writing at least 45 calendar days prior to the General Meeting of Shareholders, specifying the agenda item and the proposals of the shareholders. Under the same conditions, shareholders may request that proposals regarding agenda items be added to the convocation notice.

Agenda item 4.3: Adaptation of various provisions to the Company's new terminology ("Executive Board" instead of "Group Management")

As part of the consolidation of DocMorris' activities, the Company has switched to using the term "Executive Board" instead of "Group Management" (as in German "Konzernleitung" instead of "Gruppenleitung"). This is purely a terminological adjustment and does not lead to any changes in content.

The Board of Directors proposes that the term "Group Management" be replaced by the term "Executive Board" in the following provisions of the Articles of Association: Article 7 paragraph 2 no. 8, Article 25 paragraphs 1 and 2, heading of section 4, Article 25 paragraph 1 no. 3, 4 and 5, Article 26 (incl. margin note), Article 27 paragraph 1 (incl. margin note), heading of section 5, Article 28 paragraphs 2 and 3, Article 29 paragraphs 2 and 3 letter (b) and (c).

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