Invitation

to the 32nd Annual General Meeting of DocMorris AG

Thursday, 8 May 2025, 5.00 p.m. CEST
Zurich Marriott Hotel

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, 8 May 2025
Venue	Zurich Marriott Hotel, Neumühlequai 42, 8006 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 17.

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

DocMorris AG

Walter Oberhänsli
Chairman of the Board of Directors

Frauenfeld, April 2025

Agenda

1. Approval of the Annual Report and the Consolidated and Statutory Financial Statements 2024
The Board of Directors proposes that the Annual Report and the Consolidated and Statutory Financial Statements for the 2024 financial year be approved.

2. Appropriation of the balance sheet result 2024 of DocMorris AG
The Board of Directors proposes that the balance sheet result be appropriated as follows:

Loss carried forward from previous year	CHF	–67,510,652
Net income / (loss)	CHF	–29,992,261
Accumulated loss	CHF	**–97,502,913**
Carried forward to new account	CHF	–97,502,913

The Board of Directors proposes to the Annual General Meeting that no dividend be paid for 2024 and that the entire amount of CHF –97,502,913 be carried forward to the new account.

3. Approval of the Sustainability Report 2024
The Board of Directors proposes that the Sustainability Report 2024 be approved.

4. 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 2024 financial year.

5. Capital measures

5.1 Capital reduction through a reduction of the nominal value

The Board of Directors proposes a capital reduction as follows:
(a) The share capital will be reduced by CHF 444,904,439.07 from CHF 445,052,790.00 to CHF 148,350.93.
(b) The capital reduction is carried out as follows:
  (i) By reducing the nominal value of all registered shares from CHF 30.00 per registered share to CHF 0.01 per registered share; and
  (ii) by reallocating the reduction amount totaling CHF 444,904,439.07 to the statutory capital contribution reserves account (Gesetzliche Reserven aus Kapitaleinlagen).

The Board of Directors is responsible for implementing this resolution to reduce the share capital. The reduction of the share capital must be submitted to the Commercial Register for registration within six months of the resolution of the General Meeting, otherwise the resolution will lapse (Art. 653j para. 4 CO).

Articles 3a, 3b, 3c and 3e of the Articles of Association will be proposed separately to the General Meeting for amendment or re-introduction.

5.2 Ordinary capital increase

Subject to the condition and as of the date immediately following the implementation of the capital reduction in accordance with agenda item 5.1 by the Board of Directors, the Board of Directors proposes that the share capital be increased by up to CHF [200,000,000.00] from CHF [148,350.93] to CHF [200,148,350.95] by means of an ordinary capital increase as follows:

(a) Nominal amount by which the share capital is to be increased: up to CHF [200,000,000.00].
(b) Amount of the contributions to be made: 100% of the nominal value (fully paid up).
(c) The number, par value and type of newly issued shares as well as any preferential rights associated with individual share classes:
   (i) Number: up to [20,000,000,000]
   (ii) Nominal value: CHF 0.01 each
   (iii) Type of shares: Registered shares
   (iv) Privileges: none
   (d) Issue price: CHF 0.01 per share. The difference between the issue price and the nominal value of the new registered shares to be issued will be credited to the company's statutory capital reserve as a share premium.
(e) Date of dividend entitlement: The new registered shares to be issued are entitled to dividends from the date of entry of the capital increase in the Commercial Register.
(f) Type of contribution: The new registered shares to be issued will be fully paid up in cash.
(g) Transferability of new registered shares: The transfer of the new shares to be issued is restricted in accordance with the Articles of Association (restriction on transferability).
(h) Restriction or cancellation of subscription rights and the consequences of unexercised or withdrawn subscription rights: Subscription rights are granted via the banking syndicate. The Board of Directors may, at its discretion, allocate unexercised subscription rights to other shareholders or third parties or sell them on the market or allow them to lapse.

The Board of Directors is responsible for implementing this resolution. The increase in share capital must be submitted to the Commercial Register for registration within six months of the resolution of the General Meeting, otherwise the resolution will lapse (Art. 650 para. 3 CO).

Important note: The details of the proposal regarding the total nominal amount, the number of shares and the offer price as well as the information derived therefrom is provisional and therefore enclosed in square brackets. As is customary, they have been calculated initially based on the nominal value. The Board of Directors will publish the final details on the morning of 8 May 2025 and finalise this proposal accordingly, which does not constitute an amendment to the proposal. For the determination, please refer to the explanatory statement of the proposal.

5.3 Change in conditional capital for financing, acquisitions and other purposes

As a result of the above capital reduction and capital increase in accordance with agenda items 5.1 and 5.2 and subject to the condition and as of the date of the implementation of the capital increase by the Board of Directors, the Board of Directors proposes the following amendment to Article 3c para. 1 of the Articles of Association and the deletion of Article 3c para. 1bis of the Articles of Association:

Article 3c

[Margin:] 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 [19,802,700.56] through the issuance of up to [1,980,270,056] fully paid up registered shares with a par value of CHF 0.01 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 [19,699,107.54] is reserved for the creation of up to [1,969,910,754] registered shares with a par value of CHF 0.01 each as a result of the exercise of conversion rights by the creditors of the CHF 200 million convertible bond maturing on 3 May 2029 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 reorganisation 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 reorganisation, reserved shares shall be released to the extent that one of the convertible bonds is replaced.

[Paragraph 1bis is deleted]

[Paragraphs 2 – 4 remain unchanged]

Important note: The details of the proposal regarding the maximum number of shares, the maximum nominal amount, the already reserved shares and the already reserved nominal amount depends on the size and the offer price of the proposed capital increase as well as on the share price up to the ex-rights date in the capital increase. This share price influences the adjustment of the conversion prices of the two outstanding convertible bonds, which must be reduced. These figures are therefore provisional. As is customary, they have been calculated initially based on the nominal value. The Board of Directors will publish the final details on the morning of 8 May 2025 and finalise this proposal accordingly, which does not constitute an amendment to the proposal. The newly formulated Article 3e ensures the threshold of 10% for the issue excluding advance subscription rights and of 20% for the issue at all. Please refer to the explanatory notes of the proposal for further information.

5.4 Re-introduction of the capital band

As a result of the above capital reduction and capital increase in accordance with agenda items 5.1 and 5.2 and subject to the condition and as of the date of the implementation of the capital increase by the Board of Directors, the Board of Directors proposes the reintroduction of the capital band and thus the introduction of Article 3a of the Articles of Association, whereby the re-introduction of the capital band is subject to the approval capital increase pursuant to agenda item 5.2:

Article 3a

[Margin:] Capital band

1 *The Board of Directors is authorised until 8 May 2028 to (a) increase the share capital in one or more steps to CHF [240,178,021.12] (upper limit) and (b) to reduce the share capital in one or more steps to not less than CHF [184,364,914.52] (lower limit) exclusively by cancelling registered shares with a nominal value of CHF 0.01 each which were issued for the purpose of securities lending for convertible bonds of the Company and are (possibly for the time being) no longer required therefor. Increases in partial amounts are permitted. In the event of a capital reduction, the amount of the reduction shall be booked to the reserves.*

2 *The acquisition of shares and each subsequent transfer of the shares shall be subject to the restrictions of Article 5 of these Articles of Association.*

3 *The Board of Directors shall determine the issue price, the type of contribution, the date of issue, the conditions for the exercise of preemptive rights and the start date for dividend entitlement. The Board of Directors may issue new shares by means of an underwriting by a financial institution, a syndicate of financial institutions or another third party and a subsequent offer of these shares to the existing shareholders or third parties (if the preemptive rights of the existing shareholders have been excluded or not been duly exercised). The Board of Directors is authorised to permit, restrict or exclude the trade with preemptive rights. It may permit preemptive rights that have not been exercised to expire, or it may place such rights or shares with respect to which preemptive rights have been granted, but not exercised, at market conditions or use them otherwise in the interest of the Company.*

4 *The Board of Directors is further authorised to restrict or exclude preemptive rights of existing shareholders and allocate such rights to third parties, the Company or any of its group companies:*

- *(a) in connection with a listing or admission to trading of shares on domestic or foreign trading venues, including for the purpose of granting an over-allotment option (greenshoe); or*
- *(b) to initial purchasers or underwriters in a placement or offer of shares; or*
- *(c) for the purpose of national or international offerings of shares in order to broaden the Company's shareholder base or in order to increase the free float or to meet applicable listing requirements; or*
- *(d) to create reserve shares to be used for the above purposes or to back financial instruments issued on market terms; or*
- *(e) to service financial instruments issued on market terms; or*
- *(f) to create a fix or variable reserve of shares intended for stock lending in connection with financial instruments issued or guaranteed by the Company, namely convertible bonds; or*

(g) if the issue price of the new shares is determined by reference to the market price; or
(h) for raising capital in a fast and flexible manner which could only be achieved with difficulty or not at all without excluding the preemptive rights of shareholders; or
(i) for the acquisition of companies, parts of companies, participations, products, intellectual property or licenses, or for investment projects or for the financing or refinancing of such transactions through a placement of shares; or
(j) for purposes of the participation of a strategic partner.

Important note: The details of the capital band limits proposed depend on the size and offer price of the capital increase proposed above. These details are therefore provisional. As is customary, they have been calculated initially based on the nominal value. The Board of Directors will publish the final details on the morning of 8 May 2025 and finalise this proposal accordingly, which does not constitute an amendment to the proposal. The newly formulated Article 3e (agenda item 5.5) ensures that the Board of Directors' issuing authority does not exceed 10% if subscription rights are excluded and 20% if subscription rights are granted. Please refer to the explanatory notes of the proposal for further information.

5.5 Adjustment of the combined limit for the issuing and exclusion authority of the Board

As a result of the above capital reduction and capital increase in accordance with agenda items 5.1 and 5.2 and subject to the condition and as of the date of the implementation of the capital increase by the Board of Directors, the Board of Directors proposes the adjustment of the combined upper limit for the issuing and exclusion authority under the capital band and the conditional capital and thus the adjustment of Article 3e of the Articles of Association as follows:

Article 3e

[Margin:] Combined Issuance Authority Cap and Exclusion Authority Cap

Until 8 May 2028, 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 [2,001,483,509] 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). Until 8 May 2028, the authority of the Board of Directors to increase capital under Art. 3a para. 1 and to reserve shares under Art. 3c para. 1 is limited to a total of [4,002,967,018] shares; each share issued under Art. 3a para. 1 reduces the authority to reserve shares under Art. 3c para. 1 and vice versa; this limitation does not apply to shares that are additionally reserved as a result of an adjustment of the exercise price or that are additionally made available to incentivise a conversion.

If shares are reused to back financial instruments issued in the course of a reorganisation pursuant to Art. 3c (1) last sentence, the restrictions pursuant to the preceding paragraph shall not apply.

Important note: The information on the combined upper limits proposed depends on the size and the offer price of the capital increase proposed above. These figures are therefore provisional. As is customary, they have been calculated initially based on the nominal value. The Board of Directors will publish the final details on the morning of 8 May 2025 and finalise this proposal accordingly, which does not constitute an amendment to the proposal. Please refer to the explanatory notes of the proposal for further information.

5.6 Adjustment of the conditional capital for employee stock options

As a result of the above capital reduction and capital increase in accordance with agenda items 5.1 and 5.2 and subject to the condition and as of the date of the implementation of the capital increase by the Board of Directors, the Board of Directors proposes the following amendment to Article 3b para. 1 of the Articles of Association:

Article 3b

[Margin:] Conditional Share Capital for Employee Participations

1 The share capital of the Company may be increased by an amount not to exceed CHF [6,004,450.52] through the issuance of up to [600,445,052] fully paid up registered shares with a par value of CHF 0.01 each through issuance of shares to employees, consultants and members of the Board of Directors of the Company and its subsidiaries. The preemptive rights and advance subscription rights of the existing shareholders of the Company for the new shares in proportion to their existing participations shall be excluded.

[Paragraphs 2 – 3 remain unchanged]

Important note: The details of the conditional capital for employee participation proposed depend on the size and offer price of the capital increase proposed above. This information is therefore provisional. As is customary, they have been calculated initially based on the nominal value. The Board of Directors will publish the final information on the morning of 8 May 2025 and finalise this proposal accordingly, which does not constitute an amendment to the proposal. Please refer to the explanatory notes of the proposal for further information.

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 AG, Zurich, be re-elected as auditors for a further term of office concluding at the end of the next Annual General Meeting.

10. Compensation

10.1 Consultative vote on the Compensation Report 2024

The Board of Directors recommends that the Compensation Report 2024 be accepted in a consultative vote.

10.2 Approval of the maximum aggregate amount for the fixed compensation of the Board of Directors for the 2026 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 2026.

10.3 Approval of the aggregate amount for the short-term variable compensation of the Executive Board for the 2024 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 1,245,000 for the completed financial year 2024.

10.4 Approval of the maximum aggregate amount for the fixed compensation of the Executive Board for the 2026 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 2,900,000 for the financial year 2026.

10.5 Approval of the maximum aggregate amount for the long-term variable compensation of the Executive Board for the 2026 financial year

The Board of Directors proposes to approve the maximum aggregate amount for the long-term variable compensation of the members of the Executive Board of CHF 1,250,000 for the financial year 2026.

Explanatory notes on the agenda

— Approval of the Annual Report and the Consolidated and Statutory Financial Statements 2024 (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 Consolidated 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 the Annual Report and the Consolidated and Statutory Financial Statements do not contain any specific facts that require in-depth discussion.

— Appropriation of the 2024 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.

— Approval of the Sustainability Report 2024 (agenda item 3)
Since the introduction of Article 964a et seq. of the Swiss Code of Obligations, DocMorris AG is obliged 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 CO_2 targets, social issues, employee-related issues, respect for human rights and the combating of corruption, and in particular provides a comprehensive overview of the results achieved by the Company in 2024 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 is also of the opinion that the Sustainability Report does not contain any specific facts that require in-depth discussion. The Sustainability Report can be found in the Annual Report from page 20 onwards, available at https://corporate.docmorris.com > Investor Relations > Financial publications.

— Granting of discharge to the members of the Board of Directors and the Executive Board from liability (agenda item 4)
The Board of Directors is not aware of any facts suggesting that discharge from liability should be refused.

— Capital measures (agenda item 5)
Under agenda item 5, the Board of Directors is essentially proposing a capital increase in order to raise up to approximately CHF 200 million in new cash. The agenda item is divided into various sub-items. These are explained here in the necessary brevity:

The purpose of the capital increase is firstly to refinance the convertible bond maturing in 2026, if necessary, and secondly to finance operations. The Board of Directors and Group Management believe that the targeted financing of up to approximately CHF 200 million will enable the company to significantly strengthen its balance sheet, grow substantially in the electronic prescription segment and move into EBITDA-positive territory.

Capital reduction in accordance with agenda item 5.1: In order for a capital increase to be feasible, the company must first reduce the nominal value of CHF 30.00 per share. Shares must be subscribed for at least at nominal value. At current share prices below CHF 30.00, no capital increase could be carried out without reducing the nominal value. The Board of Directors is convinced that the company's ability to raise capital should be fundamentally restored. It therefore proposes to reduce the nominal value to the currently possible minimum amount of CHF 0.01 per share. The reduction amount will be booked to the statutory capital contribution reserves account.

Capital increases in accordance with agenda item 5.2: In a second step, the Board of Directors proposes the aforementioned capital increase of up to approximately CHF 200 million in total, with the granting of subscription rights. The exact amount of the capital increase with subscription rights cannot be determined at present. The reason for this is that the company is providing share lending facilities from its own shares to support its convertible bonds. Subscription rights attributable to shares lent in this way must be returned to the company. Investors who have entered into a short position (i.e. have borrowed and sold shares) would have to acquire such subscription rights on the market. In order not to significantly impair the trading of subscription rights, the company plans to give convertible bondholders, and only those who hedge their positions, the option of making a cash payment instead of returning the subscription rights. As a result, the company will not be able to achieve the targeted capital increase of up to approximately CHF 200 million exactly, but will have to calibrate the capital increase in such a way that it is highly unlikely to fall below this figure.

The rights issue will be carried out at a discount to the market price. This price essentially depends on the current market price of the share and the discount that the company deems to be in line with the market after consulting the banks. This discount is usually determined by the calculated price of the share after the capital increase has been carried out (so-called discount to the theoretical ex-rights price or discount to TERP) and often amounts to between 30% and 45%. The shareholders are allocated subscription rights and can either exercise them or sell them in the exchange trading of subscription rights. This ensures that they are fully compensated for the resulting dilution. As the market price and the market environment in general will change until the Annual General Meeting, the offer price will only be determined and published on the aforementioned basis on the morning of 8 May 2025. The number of shares offered in the rights offering and the subscription ratio will then also be determined on this basis. It should be noted that, for technical reasons, the subscription price in the proposal is set at the nominal value, while the offer price at which the shares are offered and sold is the amount per share that the company receives.

Amendment of the conditional capital for financing, acquisitions and other purposes in accordance with agenda item 5.3: The conditional capital must be adjusted for various reasons. Firstly, this is due to the reduction of the nominal value to CHF 0.01 per share. Secondly, an adjustment must be made because the capital increase with subscription rights will lead to an adjustment of the conversion prices of the two outstanding convertible bonds and therefore to an increase in the underlying number of shares. This number must be made available in the conditional capital. Furthermore, the number of shares issued will increase significantly as a result of the capital increase. In order to ensure that the convertible bonds are covered and to have conditional capital available in the usual amount (up to 20% without exclusion of advance subscription rights and up to 10% with exclusion of advance subscription rights – see agenda item 5.5), an amendment to Art. 3c of the Articles of Association is proposed. The exact details in Art. 3c depend on the volume of the capital increase and can therefore only be determined and announced in the morning of 8 May 2025.

Re-introduction of the capital band in accordance with agenda item 5.4: The capital band ceases by law in the event of an ordinary capital reduction and also an ordinary capital increase. Art. 3a of the Articles of Association must therefore be reintroduced. The upper and lower limits of the capital band are based on the existing capital after the capital increase. This will only be known in the morning of 8 May 2025. The exact details in the new Art. 3a can therefore only be determined and announced at that time. As before, the company intends to keep the upper limit of the capital band within the usual range (up to 20% without exclusion of subscription rights and up to 10% with exclusion of subscription rights – see agenda item 5.5). The lower limit will be determined with a view to a capital reduction for the purpose of cancelling shares held in the share lending facility. This should enable a capital reduction that allows the cancellation of all the shares held in the share lending facility. The lower capital band limit is set with a view to a capital reduction to cancel shares held in the share lending facility. A capital reduction should be possible to an extent that enables the complete cancellation of these shares.

Adjustment of the combined dilution limit in accordance with agenda item 5.5: The combined dilution limit serves to limit the issuing power of the Board of Directors under the capital band and under the conditional capital for financing in combination. Limits of 20% when granting subscription or advance subscription rights and 10% when withdrawing subscription or advance subscription rights are common. As before, specifying the exact figure ensures that a capital reduction in the capital band does not increase the overall power of the board. However, the relevant details can only be determined once the details of the capital increase are known, which will be the case in the morning of 8 May 2025. The figures are based on the total number of shares issued after the capital increase of up to approximately CHF 200 million. Accordingly, this information will also be determined and announced at this time.

Adjustment of conditional capital for employee participation plans in accordance with agenda item 5.6: The company has been using conditional share capital for some time to service the company's participation plans. The planned capital increase will significantly increase the number of shares issued. The company is aiming for a volume of 3% of the outstanding capital. Therefore, the number of shares in the conditional capital for employee participation is to be increased. The exact number of shares depends on the scope of the capital increase and can therefore only be determined and announced on the morning of 8 May 2025.

— 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 about the Board of Directors can be found in the Corporate Governance Report starting on page 107, available at https://corporate.docmorris.com > Investor Relations > Governance principles.

— 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. Further information on the working methods of the Board of Directors and its committees can be found in the Corporate Governance Report starting on page 110, available at https://corporate.docmorris.com > Investor Relations > Governance principles.

— 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.

— Consultative vote on the Compensation Report 2024 (agenda item 10.1)
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 2024 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. The Board of Directors is also of the opinion that the Report does not contain any specific facts that require in-depth discussion. The Compensation Report can be found in the Annual Report from page 119 onwards, available at https://corporate.docmorris.com > Investor Relations > Financial publications.

— Approval of the maximum aggregate amount for the fixed compensation of the Board of Directors for the 2026 financial year (agenda item 10.2)
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), which from 2026 will be paid 50% in cash and 50% 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 2026 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 three of them as members of the Compensation and Nomination Committee) at the 2025 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 2% of the expected fixed compensation for 2026. The reserve takes into account unforeseen expenses, e.g. taxes contractually owed or immediately payable, and compensation adjustments. For the 2024 financial year, the total compensation paid to the members of the Board of Directors was CHF 1,267,000.

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 2024 financial year (agenda item 10.3)
For the completed financial year 2024, the proposed maximum aggregate amount of CHF 1,245,000 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 1,098,000 and pension benefits of CHF 147,000. 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 maximum aggregate amount for the fixed compensation of the Executive Board for the 2026 financial year (agenda item 10.4)
For the 2026 financial year, the requested maximum aggregate amount of CHF 2,900,000 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 unforeseen expenses, e.g. taxes contractually owed or immediately payable, and compensation adjustments. Two members of the Executive Board are paid in EUR. The aggregate proposed amount includes the conversion of the compensation for these members based on the exchange rate of 1 EUR = 1 CHF. Exchange rate fluctuations until the final payment of all compensation elements are not taken into account. For the 2024 financial year, the seven members of the Executive Board (including two resignations in 2024) were paid a total of CHF 3,085,000 (fixed basic salary incl. fringe benefits and pension benefits).

— Approval of the maximum aggregate amount for the long-term variable compensation of the Executive Board for the 2026 financial year (agenda item 10.5)
For the financial year 2026, the proposed maximum aggregate amount of CHF 1,250,000 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).

— Joint explanation for agenda items 10.3 to 10.5
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 23 April 2025. All shareholders whose shares are registered in DocMorris AG's share register on 30 April 2025 will be entitled to vote. From 1 May 2025 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 6 May 2025. 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 12:00 noon on 6 May 2025 (receipt). In the absence of specific instructions, the independent proxy will vote in favour of the proposals of the Board of Directors.

— Option to waive postal delivery of documents
At the request of the shareholder, DocMorris offers the option of waiving the postal delivery of documents via the online platform. If you make use of this option, you will receive an e-mail with a link to the online platform for the next Annual General Meeting instead of the documents in paper form. After logging in, you can access the invitation, order the admission card or issue instructions to the independent proxy. To do this, use the "Activate electronic sending" link on the online platform and follow the instructions to register your e-mail address and mobile phone number. You can also deactivate this option at any time.

— Annual Report
DocMorris' full 2024 Annual Report, including the Sustainability Report, Corporate Governance Report and Compensation Report, can be viewed and downloaded at https://corporate.docmorris.com > Investor Relations > Financial publications.

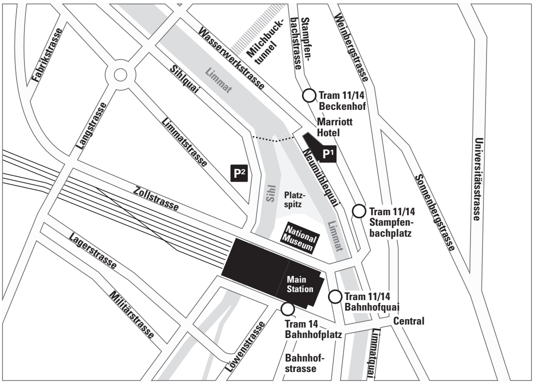
— Queries
If you have any queries about the Annual General Meeting, please contact Lisa Lüthi, Senior Investor Relations Manager, phone: +41 52 560 58 12, e-mail: ir@docmorris.com.

— Directions

The Zurich Marriott Hotel is located right in the city centre on the banks of the River Limmat, less than a ten minutes' walk from Zurich Main Station. By tram you can reach the hotel by taking tram number 11 or 14; alight at the stop "Stampfenbachplatz". If coming by car, from the A1 follow the signs to "Zurich-City". After the Milchbucktunnel turn left towards "Zurich-City". You will now see the Zurich Marriott Hotel in front of you and should follow the signs to the hotel car parks Neumühlequai and Wasserwerkstrasse (P1) or alternatively to Sihlquai car park (P2).

— Location Map

Zurich Marriott Hotel, Neumühlequai 42, 8006 Zurich



DocMorris AG
Walzmühlestrasse 49
8500 Frauenfeld
Switzerland

corporate.docmorris.com