



Invitation

to the 33rd Annual General Meeting of DocMorris AG

Tuesday, 12 May 2026, 5.00 pm 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	Tuesday, 12 May 2026
Venue	Zurich Marriott Hotel, Neumühlequai 42, 8006 Zurich
Door opening	4 pm
Start	5 pm

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 2026

Agenda

1. **Approval of the Annual Report and the Consolidated and Statutory Financial Statements 2025**
The Board of Directors proposes that the Annual Report and the Consolidated and Statutory Financial Statements for the 2025 financial year be approved.

2. **Appropriation of the balance sheet result 2025 of DocMorris AG**
The Board of Directors proposes that the balance sheet result be appropriated as follows:

Loss carried forward from previous year	CHF	–97,502,913
Net income / (loss)	CHF	–463,244,494
Accumulated loss	CHF	–560,747,407
Carried forward to new account	CHF	–560,747,407

The Board of Directors proposes to the Annual General Meeting that no dividend be paid for 2025 and that the entire amount of CHF –560,747,407 be carried forward to the new account.

3. **Approval of the Sustainability Report 2025**
The Board of Directors proposes that the Sustainability Report 2025 be approved.
4. **Granting of discharge to the members of the Board of Directors and the Executive Board**
The Board of Directors proposes that its members and the members of the Executive Board be discharged for the 2025 financial year.
5. **Elections to the Board of Directors / Removals from the Board of Directors**
Prof. Stefan Feuerstein, Rongrong Hu and Dr Christian Mielsch are not standing for re-election. The **Board of Directors proposes** that the three current members and three new members of the Board of Directors be **elected** for a term of office until the conclusion of the next Annual General Meeting, as follows:
 - 5.1 **Walter Oberhänsli as a member of the Board of Directors**
 - 5.2 **Prof. Dr Andréa Belliger as a member of the Board of Directors**
 - 5.3 **Florian Seubert as a member of the Board of Directors**
 - 5.4 **Thomas Bucher as a member of the Board of Directors**
 - 5.5 **Nicole Formica-Schiller as a member of the Board of Directors**
 - 5.6 **Dr Thomas U. Reutter as a member of the Board of Directors**

Pelion S.A., Łódź, Poland, and the Corporation of European Pharmaceutical Distributors N.V., Amsterdam, Netherlands, which it controls, propose the election of the following three persons as members of the Board of Directors, in each case from the end of the Annual General Meeting 2026 until the end of the Annual General Meeting 2027, each by way of an individual vote (and they support the Board of Directors' election proposals under items 5.2, 5.3 and 5.6).

The **Board of Directors** proposes that the following three persons **not be elected**:

5.7 Mariola Belina-Prażmowska as a member of the Board of Directors

5.8 Dr Fritz Oesterle as a member of the Board of Directors

5.9 Jacek Poświata as a member of the Board of Directors

Pelion S.A., Łódź, Poland, and the Corporation of European Pharmaceutical Distributors N.V., Amsterdam, Netherlands, which it controls, propose that, for the event that, after all elections to the Board of Directors, any person other than the candidates proposed or supported by them has been elected, all persons who have been elected as members of the Board of Directors other than proposed or supported by Pelion S.A., Łódź, Poland, and the Corporation of European Pharmaceutical Distributors N.V., Amsterdam, Netherlands, which it controls, shall be removed from office, in each case with effect as of the end of the 2026 Annual General Meeting, each by way of an individual vote. Subsequently, Pelion S.A., Łódź, Poland, and the Corporation of European Pharmaceutical Distributors N.V., Amsterdam, Netherlands, which it controls, propose the election of the candidates they have nominated or supported. The **Board of Directors proposes that the motion for removals be rejected** and, in the event of a removal, that, in the following voting round, the **removed candidates and the candidates proposed by the Board of Directors but not previously elected be elected**.

6. Election of the Chairman or Chairwoman

The Annual General Meeting shall elect a Chairman or Chairwoman from among the elected members of the Board of Directors. The **Board of Directors proposes** that the following person be **re-elected** as Chairman for a term of office until the conclusion of the next Annual General Meeting:

6.1 Walter Oberhänsli as Chairman

Pelion S.A., Łódź, Poland, and the Corporation of European Pharmaceutical Distributors N.V., Amsterdam, Netherlands, which it controls, propose the following person as Chairman for a term of office until the conclusion of the next Annual General Meeting. The **Board of Directors proposes** that this person **not be elected**.

6.2 Dr Fritz Oesterle as Chairman

Pelion S.A., Łódź, Poland, and the Corporation of European Pharmaceutical Distributors N.V., Amsterdam, Netherlands, which it controls, propose that, in the event that any person other than the candidate proposed by them has been elected as Chairman following the election, the elected Chairman shall be removed from office, with effect as of the end of the 2026 Annual General Meeting. Subsequently, Pelion S.A., Łódź, Poland, and the Corporation of European Pharmaceutical Distributors N.V., Amsterdam, Netherlands, which it controls, propose the election of the candidate they have nominated. The **Board of Directors proposes that the motion for removal be rejected** and, in the event of a removal, that, in the following voting round, the **removed candidate be elected**.

7. Elections to / Removals from the Compensation and Nomination Committee

The Annual General Meeting shall elect the members of the Compensation and Nomination Committee individually from among the elected members of the Board of Directors. The **Board of Directors proposes** that the following persons be **elected** to the Compensation and Nomination Committee for a term of office until the conclusion of the next Annual General Meeting:

7.1 Florian Seubert as a member of the Compensation and Nomination Committee

7.2 Walter Oberhänsli as a member of the Compensation and Nomination Committee

7.3 Nicole Formica-Schiller as a member of the Compensation and Nomination Committee

Pelion S.A., Łódź, Poland, and the Corporation of European Pharmaceutical Distributors N.V., Amsterdam, Netherlands, which it controls, propose the following persons for election to the Compensation and Nomination Committee, in each case from the end of the Annual General Meeting 2026 until the end of the Annual General Meeting 2027, each by way of an individual vote. The **Board of Directors proposes** that these persons **not be elected** to the Compensation and Nomination Committee:

7.4 Dr Fritz Oesterle as a member of the Compensation and Nomination Committee

7.5 Jacek Poświata as a member of the Compensation and Nomination Committee

7.6 Prof. Dr Andréa Belliger as a member of the Compensation and Nomination Committee

Pelion S.A., Łódź, Poland, and the Corporation of European Pharmaceutical Distributors N.V., Amsterdam, Netherlands, which it controls, propose that, in the event that, after all elections to the Compensation and Nomination Committee, any person other than the candidates proposed by them has been elected, all persons who have been elected as members of the Compensation and Nomination Committee other than proposed by Pelion S.A., Łódź, Poland, and the Corporation of European Pharmaceutical Distributors N.V., Amsterdam, Netherlands, which it controls, shall be removed from office, in each case with effect as of the end of the 2026 Annual General Meeting, in each case by way of an individual vote. Subsequently, Pelion S.A., Łódź, Poland, and the Corporation of European Pharmaceutical Distributors N.V., Amsterdam, Netherlands, which it controls, propose the election of the candidates they have nominated. The **Board of Directors proposes** that the **motion for removals be rejected** and, in the event of a removal, that, in the following voting round, **the removed members and the candidates proposed by the Board but not previously elected be elected**.

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 2025

The Board of Directors recommends that the Compensation Report 2025 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 2027 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 1,140,000 for the 2027 financial year.

10.3 Approval of the aggregate amount for the short-term variable compensation of the Executive Board for the 2025 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 1,105,000 for the completed 2025 financial year.

10.4 Approval of the maximum aggregate amount for the fixed compensation of the Executive Board for the 2027 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 2027 financial year.

10.5 Approval of the maximum aggregate amount for the long-term variable compensation of the Executive Board for the 2027 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 1,150,000 for the 2027 financial year.

Explanatory notes on the agenda

— Approval of the Annual Report and the Consolidated and Statutory Financial Statements 2025 (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 2025 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 2025 (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 CO₂ 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 2025 with regard to its sustainability targets. The disclosures on non-financial matters required by Article 964b of the Swiss Code of Obligations are included 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 (agenda item 4)

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

— Elections to the Board of Directors / Removals from the Board of Directors (agenda item 5)

The measures introduced by the Board of Directors have led to a turnaround in a challenging market. The financial figures are moving in the right direction. The profitability targets previously announced are confirmed: EBITDA breakeven in the course of 2026 and cash-flow breakeven in the course of 2027. As part of the scheduled renewal of the Board of Directors, Prof. Stefan Feuerstein, Rongrong Hu and Dr Christian Mielsch have decided not to stand for re-election. The Board of Directors thanks them for their valuable contribution and commitment. The other three current members, Walter Oberhänsli, Prof. Dr Andréa Belliger and Florian Seubert, are standing for re-election in the interests of continuity. In order to specifically enhance the Board of Directors' expertise and support the next phase of the company's development on the basis of the positive trends outlined above, the Board of Directors proposes to the Annual General Meeting the election of Thomas Bucher, Nicole Formica-Schiller and Dr Thomas U. Reutter. These nominations will ensure that the Board of Directors continues to have a balanced mix of industry knowledge, digital expertise and experience in cor-

porate governance. In the Board of Directors' view, appropriate continuity in the composition of the Board of Directors is in the company's best interests. Further information on the current members, the working methods of the Board of Directors and its committees can be found in the Corporate Governance Report, available at <https://corporate.docmorris.com> > Investor Relations > Governance principles.

Biographies of the newly nominated Board members:

Thomas Bucher (1966) has many years of international experience in the financial sector. From 2021 to 2025, he served as CFO of Archroma Management GmbH in Basel. Previously, he held CFO positions at Alpiq Holding AG in Lausanne and Gategroup AG in Zurich. He is a member of the Board of Directors of Swiss Post AG in Berne and Primeo Holding AG in Münchenstein. He studied economics at the University of St. Gallen and completed the INSEAD International Executive Program in Fontainebleau and Singapore.

Dr Thomas U. Reutter (1967) is an attorney at law with extensive expertise in M&A, capital markets and corporate governance. He has been a senior partner and co-founder of the law firm Advestra AG in Zurich since 2021. Prior to that, he spent 15 years as a partner at Bär & Karrer AG in Zurich, where he also led the capital markets practice and served on the executive board. He studied economics and law at the University of St. Gallen and holds a doctorate in law.

Nicole Formica-Schiller (1977) is an expert in artificial intelligence (AI) and digitalisation, with proven experience in driving digital transformation. She combines in-depth knowledge of European AI regulation (EU AI Act) with strategic consulting for the healthcare industry, supporting the modernisation and digitalisation of, among others, the German healthcare system. Since 2016, she has served as CEO of Pamanicor Health AG in Zug, a global consulting firm she founded. She has held and continues to hold various board and expert committee positions, with a particular focus on AI and digital health. She is a fully qualified lawyer with a degree from Ludwig-Maximilians-Universität Munich, complemented by an additional degree in economics.

— Planned renewal of the Board of Directors

The Board of Directors recommends the election of the following incumbent and new candidates to the Board:



Walter Oberhäsli (incumbent)



Florian Seubert (incumbent)



Prof. Dr. Andrea Belliger
(incumbent)



Thomas Bucher (new)



Nicole Formica-Schiller (new)



Dr. Thomas U. Reutter (new)

Pelion S.A., Łódź, Poland, and Corporation of European Pharmaceutical Distributors N.V., Amsterdam, Netherlands, which it controls, propose the election of Mariola Belina-Prażmowska, Dr Fritz Oesterle and Jacek Poświata (and they support the Board of Directors's proposal regarding the election of Prof. Dr Andréa Belliger, Florian Seubert and Dr Thomas U. Reutter). The three candidates proposed by these shareholders can be introduced as follows (the summaries have been compiled on the basis of information provided by the two proposing shareholders; their content has not been verified by DocMorris AG):

Mariola Belina Prażmowska (1975) is a Polish finance expert with many years of experience in the international healthcare and pharmaceutical sector. Since 2014, she has been Vice President of the Management Board at Pelion S.A. and is responsible, among other things, for corporate development, investor relations and group-wide transformation initiatives. She has experience in finance, M&A, investment structuring and the establishment of shared-service and governance structures within complex corporate groups. Another focus area is digitalisation, e-commerce, IT and cyber security governance, as well as ESG development at group level. She also brings extensive experience on supervisory and administrative boards in numerous domestic and foreign companies within the Pelion ecosystem.

Dr Fritz Oesterle (1952) is a German lawyer with experience in the healthcare, pharmaceutical and financial sectors. He practised as a lawyer from 1981 to 1999. He then served as CEO of the listed company Celesio AG¹ until 2011. Fritz Oesterle has been working for the Corporation of European Pharmaceutical Distributors N.V. since 2011. For many years, Fritz Oesterle has also held supervisory and board positions, including as a member of the Supervisory Board of Landesbank Baden-Württemberg. His expertise covers healthcare law, e-commerce, digital platforms and strategic transformations. He also acts as a senior advisor to private equity firms and family offices, and as an investor in start-ups.

Jacek Janusz Poświata (1964) is a Polish strategy consultant with over 30 years' experience in consulting, private equity and transformation. He was a long-standing senior partner and founder at Bain & Company in Central and Eastern Europe, where he headed the Private Equity & Strategy practice. His specialist focus is on the healthcare sector, particularly pharmacies, online pharmacies, diagnostics, health insurance and regulated distribution models in Europe. He has expertise in due diligence, M&A, digital transformation, e-commerce and value creation programmes in low-margin business models. He also advises private equity investors and listed companies on large-scale transactions, IPO preparations and strategic realignments.

The proposing shareholders explain their motion as follows: *“Under the supervision of the incumbent Board, DocMorris has experienced a decline in its share price of 98 percent over the past five years, and 54 percent over the past twelve months alone. This record reflects repeated failure to deliver on strategic commitments and guidance provided to the shareholders. The Company stands at a pivotal inflection point in European digital health. The e-prescription mandate, its Teleclinic platform, and emerging opportunities in AI-driven shopping represent significant structural advantages. DocMorris has systematically failed to execute its strategy and translate these opportunities into shareholder value. Unlocking these opportunities requires an immediate turnaround of DocMorris by prioritizing operational excellence, disciplined capital allocation, and establishing the Company as Europe's leading digital health provider. The Requesting Shareholders are convinced that the current leadership of the Board has so far been unable to take advantage of these opportunities, resulting in significant value destruction. Therefore, the Requesting Shareholders are submitting a proposal for a comprehensive Board renewal. They propose the election of Fritz Oesterle as Chairman and member of the Board, replacing the current Chairman*

1 Note from DocMorris AG: Celesio AG acquired what was then the DocMorris online pharmacy business, but was required to divest it in 2012 due to poor performance. In the competitive bidding process, the then Zur Rose AG (now DocMorris AG) prevailed over the Corporation of European Pharmaceutical Distributors N.V.

Walter Oberhäsli, and the election of Mariola Belina-Prazmowska and Jacek Poświata as new Board members. The Requesting Shareholders support the election of Andréa Belliger, Florian Seubert and Thomas Reutter as Board members, who according to the Company's ad hoc announcement of 3 March 2026 (the 'Ad hoc Announcement') stand for election or re-election. The Requesting Shareholders are convinced that the candidates proposed or supported by them possess the required skills and qualifications for the long-needed turnaround, ensuring an independent and effective governance structure. In particular, the Requesting Shareholders are of the view that the Board composed as proposed by them will add the necessary expertise in the German regulatory environment and healthcare market as well as in low-margin retail operations, which is currently lacking from the Board. ... In case of their election, it is intended that Florian Seubert, Mariola Belina-Prazmowska and Thomas Reutter will be appointed as members of the Audit Committee."

The Board of Directors **proposes** that **these three** persons **not** be **elected**, for the following reasons: For months, the Board of Directors had repeatedly offered Pelion S.A. and the Corporation of European Pharmaceutical Distributors N.V., which it controls, the opportunity to nominate a candidate for the Board of Directors in line with their shareholding. This offer was ignored. Further, the Compensation and Nomination Committee of the Board of Directors was not given the opportunity to scrutinise the three individuals in greater detail, to form an impression of them, or to assess their actual independence. The proposal by the two shareholders is therefore aimed at a hostile takeover without a premium for the other shareholders. The two shareholders would provide half of the Board members and the Chairman with a casting vote. The dependence of Dr Fritz Oesterle and Mariola Belina Prazmowska on the main shareholder of Pelion S.A. is obvious. But Jacek Poświata is not independent either: According to the Bain & Company website, he is a Senior Partner and Chairman of Central and Eastern Europe at Bain & Company. According to Bain & Company, Jacek Poświata has vast experience in supporting the Corporation of European Pharmaceutical Distributors N.V. in projects such as conducting due diligence reviews. Consequently, a close business relationship has existed for several years between Jacek Poświata and the Corporation of European Pharmaceutical Distributors N.V. The other shareholders would therefore no longer be adequately represented at all. The strategy, objectives, contributions and plans of the proposing shareholders and their candidates have likewise never been disclosed. DocMorris AG needs stability and planned change, not disruption. This is what the current Board of Directors and the renewed Board proposed by DocMorris AG stand for.

Pelion S.A., Łódź, Poland, and the Corporation of European Pharmaceutical Distributors N.V., Amsterdam, Netherlands, which it controls, justify the motion to remove and re-elect as follows: *"Pursuant to DocMorris' articles of association, the Board can have a maximum of seven members, and the Compensation and Nomination Committee can have a maximum of three members. Also, only Board members can be elected as members of the Compensation and Nomination Committee. Depending on the motions of the Board and the voting process applied at the AGM, which is determined by the Chairman, these limitations may lead to a situation in which the candidates proposed by the Requesting Shareholders (including supported candidates) are not brought to a vote. For this case, the Requesting Shareholders request that, after all elections, all elected members of the Board and the Compensation and Nomination Committee, other than those proposed or supported by the Requesting Shareholders, be removed from office. This will allow that the candidates proposed by the Requesting Shareholders (including supported candidates) can all be brought to a vote ..."*

The **Board of Directors proposes to reject the motions to remove directors** and, in the event of removal, **to elect the removed directors and the unelected candidates nominated by the Board of Directors** in the following voting round, for the following reasons: The motion put forward by the two shareholders is unclear. Is it subject to the condition of a specific election procedure or not? It is also pointless, however, because if shareholders have elected a candidate, they will not remove them from office straight again. The motion by the two shareholders therefore only serves to unnecessarily prolong and complicate the Annual General Meeting. Moreover, the Board of Directors will apply a fair election procedure in any case. The motion by the two shareholders therefore has no objective justification whatsoever.

— Election of the Chairman or Chairwoman (Agenda Item 6)

The Board of Directors proposes the re-election of Walter Oberhänsli as Chairman. The Board of Directors' proposal focuses on continuity and planned change. DocMorris AG has demonstrated that the measures taken by the Board of Directors under the leadership of its Chairman, Walter Oberhänsli, are proving effective and leading to the desired and predicted positive trend. The communicated profitability targets remain unchanged: EBITDA break-even in the course of 2026 and cashflow break-even in the course of 2027. Walter Oberhänsli fully supports the transformation within the Board of Directors, which is continuing to work on its renewal, including the timely succession to the presidency. The Board of Directors is building the appropriate succession in a targeted and careful manner. The election of Walter Oberhänsli looks to the future.

The proposing shareholders explain their own proposal as follows: *"For the reasons laid out [regarding the Board of Directors], the Requesting Shareholders are submitting a proposal for a comprehensive renewal of the Board of Directors of DocMorris (the 'Board'). They propose the election of Fritz Oesterle as chairman, the election of two further candidates nominated by the Requesting Shareholders and the election of three candidates nominated by the Company as members of the Board. DocMorris requires independent governance. After serving as CEO for ten years followed by four years as Chairman, Walter Oberhänsli is tasked with overseeing the legacy of his own executive decisions. A Chairman cannot discharge the fiduciary duty of independent oversight when assessing management performance on initiatives he himself authorized. Mr. Oberhänsli's longtenure with DocMorris and history with the Company's predecessor zur Rose has created structural conflicts that fundamentally compromise the Board's ability to govern effectively. DocMorris' performance trajectory is the direct consequence of strategic decisions made under Mr. Oberhänsli's leadership. Effective corporate governance requires accountability for such outcomes extending to the highest levels of Board leadership. To that end, the Requesting Shareholders propose Fritz Oesterle as a member and the chairman of the Board. Fritz Oesterle is a renowned executive in the healthcare and retail sector with in-depth German regulatory healthcare expertise. His curriculum vitae is [attached]. The Requesting Shareholders are convinced that Fritz Oesterle, given his long-standing leadership experience in the healthcare and pharmaceutical sector, German healthcare regulatory expertise, and in-depth and current knowledge of DocMorris, will be instrumental in the required turnaround to unlock the Company's potential and create long-term value for all shareholders from the first day."*

The **Board of Directors proposes rejecting the election of Fritz Oesterle** – the proposal put forward by the two shareholders is **not forward-looking**. It would actually prevent change. Nor would it create independent leadership. The candidate has been employed for 15 years by the Polish investor who controls Pelion S.A. and the Corporation of European Pharmaceutical Distributors N.V. He is therefore merely a tool in the intended hostile takeover by Pelion S.A.

— **Elections to / Removals from the Compensation and Nomination Committee (agenda item 7)**

The Board of Directors considers that, in its current composition, the Compensation and Nomination Committee has provided DocMorris AG with comprehensive and appropriate advice and support on compensation matters during the past financial year. Furthermore, in the Board of Directors' view, the current members are to be regarded as independent within the meaning of the "Swiss Code of Best Practice for Corporate Governance" issued by *economiesuisse*, as they are neither involved in the operational management of DocMorris nor affiliated with any major shareholders of the company.

In connection with the resignation of Rongrong Hu from the Board of Directors and, consequently, from the Compensation and Nomination Committee, the Board of Directors proposes that Nicole Formica-Schiller be elected to the Compensation and Nomination Committee. The Board of Directors is of the view that – taking this adjustment into account – maintaining appropriate continuity in the composition of the Compensation and Nomination Committee, which has proven its worth, is in the best interests of DocMorris. Information on the working methods of the Board of Directors and its committees can be found in the Corporate Governance Report from page 109 onwards, available at <https://corporate.docmorris.com> > Investor Relations > Governance Principles.

Pelion S.A., Łódź, Poland, and the Corporation of European Pharmaceutical Distributors N.V., Amsterdam, Netherlands, which it controls, propose the election of Fritz Oesterle, Jacek Poświata and Andréa Belliger as members of the Compensation and Nomination Committee. They state the following as their reason: *"The members of the Compensation and Nomination Committee must be elected, subject to their election as Board members, by the general meeting. Subject to the election of the Board members proposed by the Requesting Shareholders, the Requesting Shareholders propose the election of each of Jacek Poświata, Andréa Belliger and Fritz Oesterle as members of the Compensation and Nomination Committee. The Committee will maintain a strong majority of independent members."*

The Board of Directors proposes that the election of these persons be rejected. Dr Fritz Oesterle is clearly not independent. The same applies to Jacek Poświata, who has maintained a close business relationship with the Corporation of European Pharmaceutical Distributors N.V. for several years.

Pelion S.A., Łódź, Poland, and the Corporation of European Pharmaceutical Distributors N.V., Amsterdam, Netherlands, which it controls, explain the motion for removal and re-election in the same way as they did for the elections to the Board of Directors. **The Board of Directors proposes that the motions to remove directors be rejected** and, in the event of removal, that, in the following voting round, the **removed candidates and the unelected candidates proposed by the Board be elected**, for the following reasons: The motion put forward by the two shareholders is unclear. Is it subject to a specific election procedure or not? It is, however, also pointless, because if shareholders have elected a candidate, they will not remove them from office straight again. The motion by the two shareholders therefore only serves to unnecessarily prolong and complicate the Annual General Meeting. The Board of Directors will, moreover, apply a fair election procedure. The motion by the two shareholders therefore has no objective justification whatsoever.

— **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 2025 (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 2025 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 118 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 2027 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 is granted 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 2027 financial year of CHF 1,140,000 is based on the assumption that, as proposed, six persons will be elected respectively re-elected as members of the Board of Directors (and three of them as members of the Compensation and Nomination Committee) at the 2026 Annual General Meeting. Furthermore, it is expected that three members of the Board of Directors will be appointed by the Board to the Audit Committee. In addition, it is assumed that three members of the Board of Directors will be appointed by such as members of the Audit Committee. 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 2027. The reserve takes into account unforeseen expenses, e.g. taxes contractually owed or immediately payable, and compensation adjustments. For the 2025 financial year, the total compensation paid to the members of the Board of Directors was CHF 1,326,000.

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 10.3)**

For the completed 2025 financial year, the proposed maximum aggregate amount of CHF 1,105,000 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 963,000 and pension benefits

of CHF 142,000. Three 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 2027 financial year (agenda item 10.4)

For the 2027 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. 6% of the expected fixed compensation for 2027. The reserve takes into account unforeseen expenses, e.g. taxes contractually owed or immediately payable, and compensation adjustments. Three 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 2025 financial year, the six members of the Executive Board (including one joiner in 2025) were paid a total of CHF 2,531,000 (fixed basic salary including fringe benefits and pension benefits).

— Approval of the maximum aggregate amount for the long-term variable compensation of the Executive Board for the 2027 financial year (agenda item 10.5)

For the 2027 financial year, the proposed maximum aggregate amount of CHF 1,150,000 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 27 April 2026. All shareholders whose shares are registered in DocMorris AG's share register on 7 May 2026 will be entitled to vote. From 8 May 2026 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 8 May 2026. 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 8 May 2026 (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 2025 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

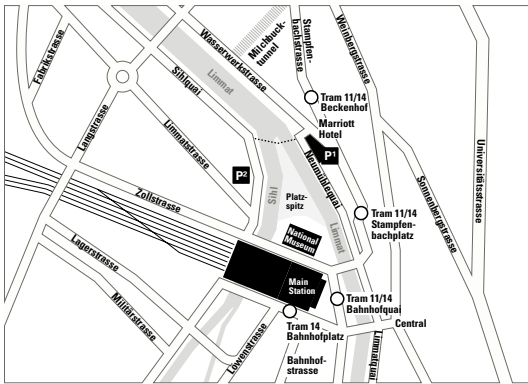
If you have any queries about the Annual General Meeting, please contact Lisa Lüthi, Senior Investor Relations Manager, phone: +41 52 560 58 12, e-mail: ir@docmorris.com.

— 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 Milchbuckeltunnel 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



This invitation is provided in German and English.
Only the German version is legally binding.

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