

Addendum to the Invitation

to the 32nd Annual General Meeting of DocMorris AG

Thursday, 8 May 2025, 5 p.m.
Zurich Marriott Hotel

Dear shareholders

As set out in the invitation to the Annual General Meeting of DocMorris AG dated 10 April 2025, the Board of Directors hereby publishes the final proposals for the capital measures as set out in agenda items 5.2 through 5.6 of the invitation.

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

DocMorris AG

Walter Oberhänsli
Chairman of the Board of Directors

Frauenfeld, 8 May 2025

Agenda

[...]

5. Capital measures

5.1 [...]

[unchanged]

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 361,827.90 from CHF 148,350.93 to up to CHF 510,178.83 by means of an ordinary capital increase as follows:

- (a) Nominal amount by which the share capital is to be increased: up to CHF 361,827.90.
- (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 36,182,790
 - (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- (h) Restriction or cancellation of subscription rights and the consequences of unexercised or withdrawn subscription rights: Subscription rights are granted via the banking syndicate.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 final details of this proposal have been set by the Board of Directors and published on the morning of May 8, 2025 (which does not constitute an amendment to the proposal). For further details, please refer to the "important note" and "explanatory statements" of the invitation.

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 153,716.59 through the issuance of up to 15,371,659 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 51,680.83 is reserved for the creation of up to 5,168,083 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 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.

[Paragraph 1^{bis} is deleted]

[Paragraphs 2 - 4 remain unchanged]

Important note:

The final details of this proposal have been set by the Board of Directors and published on the morning of May 8, 2025 (which does not constitute an amendment to the proposal). For further details, please refer to the "important note" and "explanatory statements" of the invitation.

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 authorized until 8 May 2028 to (a) increase the share capital in one or more steps to CHF 612,214.59 (upper limit) and (b) to reduce the share capital in one or more steps to not less than CHF 444,685.51 (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 authorized 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 authorized 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 final details of this proposal have been set by the Board of Directors and published on the morning of May 8, 2025 (which does not constitute an amendment to the proposal). For further details, please refer to the "important note" and "explanatory statements" of the invitation.

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 5,101,788 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 May 8, 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 10,203,576 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 incentivize a conversion.

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

Important note:

The final details of this proposal have been set by the Board of Directors and published on the morning of May 8, 2025 (which does not constitute an amendment to the proposal). For further details, please refer to the "important note" and "explanatory statements" of the invitation.

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 15,305.36 through the issuance of up to 1,530,536 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 final details of this proposal have been set by the Board of Directors and published on the morning of May 8, 2025 (which does not constitute an amendment to the proposal). For further details, please refer to the "important note" and "explanatory statements" of the invitation.

[...]