



medartis®

PRECISION IN FIXATION

Invitation to the
Annual General Meeting
of Medartis Holding AG

Friday, 10 May 2019, 10:00 a.m.

(Admission from 09:00 a.m.)

Congress Center Basel

Auditorium Montreal

Messeplatz 21, Basel, Switzerland

To the shareholders of Medartis Holding AG

Basel, 15 April 2019

Dear Madam, Dear Sir,

It is our pleasure to invite you to the Annual General Meeting of Medartis Holding AG on 10 May 2019 at 10.00 am. Please find enclosed the agenda, reply form (for ordering admission cards and for granting authorization to the independent voting representative) and an abridged version of our 2018 Annual Report.

Please complete and sign the reply form and send it to the share registrar (areg.ch ag) as soon as possible. Replies must reach the registrar by 7 May 2019 at the latest. If you would like to be represented by the independent voting representative, please specify your voting instructions on the reply form before sending it. Alternatively, you can register for the Annual General Meeting online and provide your instructions to the independent voting representative at www.netvote.ch/medartis.

Admission cards will be sent as of 30 April 2019. If you would like to be represented by a third party, please sign the admission card and give it to your representative together with your instructions.

The Annual General Meeting will be held in the Congress Center Basel, Messeplatz 21, Basel. Following the Annual General Meeting you are cordially invited to join us for a snack.

We look forward to welcoming you to the Annual General Meeting of Medartis Holding AG.

Yours sincerely,
Medartis Holding AG



Dr. h.c. Thomas Straumann
Chairman of the Board of Directors

Attachments:

- Reply form and envelope
- Excerpt from the 2018 Annual Report

Agenda and proposals of the Board of Directors

1. Approval of the Management Report, the Annual Financial Statements, the Consolidated Financial Statements and consultative vote on the Remuneration Report for the financial year 2018

1.1 Approval of the Management Report, the Annual Financial Statements and the Consolidated Financial Statements for the financial year 2018

The Board of Directors proposes that the Management Report, the Annual Financial Statements and the Consolidated Financial Statements 2018 be approved.

1.2 Consultative vote on the Remuneration Report for the financial year 2018

In addition, the Board of Directors proposes that the 2018 Remuneration Report be approved in a consultative vote. The Remuneration Report sets out the relevant principles of Medartis' compensation system and contains information about the compensation paid to the Board of Directors and the Executive Management Board. The Remuneration Report is published online in English and is available in section "Investor & Media Relations" at www.medartis.com.

2. Approval of the appropriation of available earnings and dividend payment for the financial year 2018

The Board of Directors proposes that the loss for the financial year 2018 of Medartis Holding AG be carried forward to the new account as follows:

Annual loss for 2018	CHF 1'188'893
Loss carried forward from previous years	CHF 33'243'417
Balance carried forward	CHF 34'432'310

No dividend will be distributed.

3. Discharge of the Board of Directors

The Board of Directors proposes that the members of the Board of Directors be granted discharge for their activities during the financial year 2018.

4. Approval of the Compensation of the Board of Directors

The compensation paid to the Board of Directors consists of a fixed compensation, which in accordance with the Articles of Association is paid in cash and/or in the form of shares.

4.1 Approval of the Compensation of the Board of Directors for the period from the 2019 Annual General Meeting until the 2020 Annual General Meeting

The Board of Directors proposes for all Members of the Board collectively for the period from the 2019 Annual General Meeting until the 2020 Annual General Meeting, a fixed compensation in the maximum amount of CHF 1.6 Mio. (including related social security costs).

4.2 Approval of an increased Compensation of the Board of Directors for the period from the 2018 Annual General Meeting until the 2019 Annual General Meeting

The Board of Directors proposes for all members of the Board collectively an additional fixed compensation of CHF 341'978 (including related social security costs) for the period from the 2018 Annual General Meeting until the 2019 Annual General Meeting.

Explanations:

As shown in the Remuneration Report, the total compensation paid to the Board of Directors for services in the financial year 2018 (including related social security costs) amounts to CHF 1'273'532. After the 2018 Annual General Meeting the Board of Directors decided to offer the Board members (and employees) the possibility to participate in a preferred share purchase program into the IPO.

The purchase conditions were set at a preferred price of 20 percent discount to the IPO listing price. For the members of the Board who have taken advantage of the IPO share purchase program an additional compensation benefit of CHF 258'729 resulted (discount rate to listing price x number of shares purchased).

The maximum amount of CHF 1'462'452 pre-approved by the 2018 Annual General Meeting relates to the period from the 2018 Annual General Meeting to the 2019 Annual General Meeting. The portion of the Board's total compensation for 2018 that relates to the period from the 2018 Annual General Meeting until 31st December 2018 amounts to CHF 1'022'410 for the existing members of the Board without the new member Damien Tappy and the IPO share purchase program.

Due to the expansion of the Board of Directors by a new member and the IPO share purchase program compensation benefit, the pre-approved total amount will be exceeded by CHF 341'978.

5. Approval of the Compensation of the Executive Management Board

The compensation paid to the Executive Management Board consists of a fixed basic compensation component, which is paid in cash and includes other benefits (company car, travel-checks, etc.) as well as a variable performance-related short-term compensation component and a variable performance-related long-term compensation component.

The Short-Term Incentive Plan (STI) rewards the performance of the Executive Management Board if the overarching annual financial targets are achieved, measured on net sales, OPEX and EBITDA of the Medartis Group. Detailed information about the STI Plan are set out in the Remuneration Report which is available online in section "Investor & Media Relations" on www.medartis.com.

With the implementation of the new "Restricted Share Plan EMB and Key Employees" as approved by the Board of Directors, the Members of the Executive Management Board have the option to receive all or part of their STI in the form of restricted Medartis shares subject to a vesting period of 2 years determined by the Board of Directors with a discount of 25 percent instead of cash.

According to the new "Long-Term Incentive Plan for EMB" (LTI) as approved by the Board of Directors, the Board of Directors determines at its discretion the amount of the LTI for

the members of the Executive Management Board, which will be converted into a number of Medartis shares subject to a vesting period of 2 years determined by the Board of Directors with a discount of 25 percent.

5.1 Approval of the fixed compensation of the Executive Management Board for the financial year 2020

The Board of Directors proposes to approve a maximum total fixed compensation of CHF 2.9 Mio. (including related social security costs) for all members of the Executive Management Board collectively for the financial year 2020.

5.2 Approval of the variable compensation of the Executive Management Board for the current financial year

The Board of Directors proposes a total variable compensation in the maximum amount of CHF 2.8 Mio. (including related social security costs) for all members of the Executive Management Board collectively for the financial year 2019.

6. Election of the Board of Directors and the Chairman

The term of office of all members of the Board of Directors ends at the 2019 Annual General Meeting. All current members of the Board are standing for re-election for a further term of office.

Accordingly, the Board proposes the re-election of:

- Dr. h.c. Thomas Straumann, as a member and as Chairman
- Dominik Ellenrieder, as a member
- Dr. Jürg Greuter, as a member
- Dr. med. Daniel Herren, as a member
- Roland Hess, as a member
- Willi Miesch, as a member
- Damien Tappy, as a member

each for a term of office of one year ending with the closing of the 2020 Annual General Meeting.

7. Election of the Members of the Remuneration Committee

The Board of Directors proposes the re-election of:

- Dominik Ellenrieder, as a member
- Dr. Jürg Greuter, as a member
- Dr. med. Daniel Herren, as a member

each for a term of office of one year ending with the closing of the 2020 Annual General Meeting.

8. Election of the independent voting representative

The Board of Directors proposes the re-election of NEOVIUS AG, Basel, as the independent voting representative for a term of office of one year ending with the closing of the 2020 Annual General Meeting.

9. Election of the auditors

The Board of Directors proposes the re-election of Ernst & Young AG, Basel, as the auditor for the financial year 2019.

Organizational Details and Additional Information

A 2018 Annual Report (incl. Remuneration Report)

The 2018 Annual Report including the Remuneration Report and the corresponding reports of the statutory auditors are published in English online and have been made available since 2 April 2019 at: www.medartis.com/investor-media-relations

An excerpt of the 2018 Annual Report is attached to this invitation.

B Registration/Admission Cards

Shareholders registered in the share register of Medartis Holding AG with voting rights at 5:00 p.m. on 29 April 2019 are entitled to participate in and vote at the Annual General Meeting.

Shareholders, who wish to participate in person at the Annual General Meeting or who wish to be represented by the independent voting representative or by a third party are requested to return the reply form attached to this invitation by mail to the share registrar, areg.ch ag, Fabrikstrasse 10, 4614 Hägendorf, Switzerland. Reply forms received by the share registrar after 7 May 2019 cannot be considered.

Admission cards will be dispatched as of 30 April 2019.

C Representation

Shareholders who do not personally attend the Annual General Meeting may be represented by the independent voting representative, NEOVIUS AG, Hirschgässlein 30, 4010 Basel, Switzerland or a third party.

Shareholders who wish to be represented by the independent voting representative are required to specify their voting instructions on the reply form, sign by hand and send it to the share registrar to be received by 7 May 2019.

Shareholders who wish to be represented by a third party are required to order an admission card, to sign the power of attorney on the admission card by hand and to submit it to their proxy representative together with their voting materials.

D Electronic Communication

Shareholders may issue proxies and instructions to the independent voting representative electronically via www.netvote.ch/medartis. The instructions must be recorded no later than 11:59 a.m. on 7 May 2019.

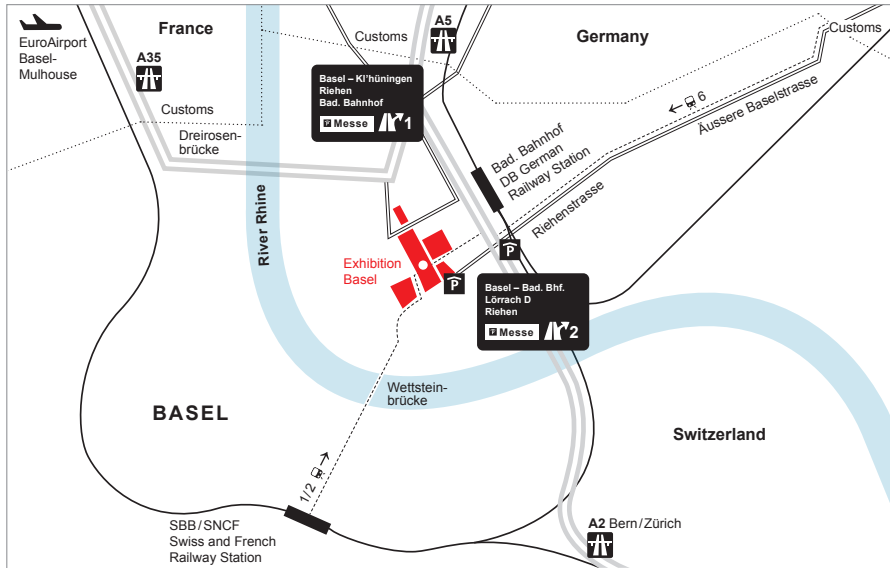
E Requests to Speak

Shareholders wishing to comment on an agenda item during the Annual General Meeting are requested to contact our staff at the speakers registration desk in the auditorium before the Annual General Meeting begins.

F Translation

This document is the English translation of the German original invitation. In case of any discrepancies between the English translation and the German original, the German original shall prevail.

Location



Arriving by Public Transport

By tram line 1 or 2 from the main railway station (SBB/SNCF), you can reach within 10 minutes the “Messeplatz” stop and the Congress Center Basel which is located directly next to the Messe Basel. From the Badischer Bahnhof station, take line 2 or 6 for two stops.

The EuroAirport Basel-Mulhouse-Freiburg is a 15-minute drive from the Congress Center Basel on Messeplatz. From the EuroAirport there is also a convenient bus connection (Bus Nr. 50) to the Bahnhof Basel SBB. From the SBB railway station, take tram 1 or 2, which will take you directly to the Messeplatz.

Arriving by Car

Take the exit «Messe» on the highway A2, which will lead you directly to the car parking “Messe Basel” with 1’200 parking spaces. The way from there to the Congress Center Basel will be signposted.



www.medartis.com