

**P.P.** CH-8866  
Ziegelbrücke

**A**-PRIORITY *DIE POST* 



medmix Ltd  
Annual General Meeting  
c/o Nimbus AG  
Ziegelbrückstrasse 82  
8866 Ziegelbrücke  
Switzerland

Zug, 16 March 2022

## Information to the shareholders in connection with Covid-19

Dear Shareholders,

Even though the Swiss federal council has lifted most of the Covid-19 measures end of February, there is still uncertainty regarding how the situation will develop in the near future. These uncertainties, the importance of the safety and health of our employees and shareholders and the time required to prepare a physical Annual General Meeting have led to the decision to hold our Annual General Meeting in accordance with the Covid-19-Ordinance 3, as extended by the Swiss federal council. Consequently, shareholders are not allowed to attend this year's Annual General Meeting on 12 April 2022 in person.

The Board of Directors sincerely regrets not being able to hold a physical meeting and to welcome all shareholders at our very first Annual General Meeting after a successful spin-off from the Sulzer group. However, given the current circumstances the Board of Directors decided to implement the safest option. All shareholders can, therefore, authorize and instruct the independent proxy to cast their votes on their behalf via a written or electronic power of attorney. In addition, the Board of Directors has decided to set-up a live stream of the Annual General Meeting, allowing every shareholder to follow the meeting.

Please visit our website [www.medmix.swiss/agm](http://www.medmix.swiss/agm) for more information on the upcoming Annual General Meeting of medmix Ltd. The live stream of the Annual General Meeting on 12 April 2022 will also be accessible via this link.

On behalf of the Board of Directors of medmix Ltd



**Grégoire Poux-Guillaume**  
Chairman of the Board



## Invitation to the Annual General Meeting of Shareholders 2022

Dear Shareholders,

The Annual General Meeting of medmix Ltd will be held on  
**Tuesday, 12 April 2022, at 10 a.m. CET**, at Neuwiesenstrasse 15, in Winterthur.

### Agenda

Welcome address by the Chairman and general remarks about the Annual General Meeting

#### 1. Annual Report 2021

##### 1.1 Business review, financial statements of medmix Ltd and consolidated financial statements 2021, reports of the Auditors

The Board of Directors proposes that the business review, the financial statements of medmix Ltd and the consolidated financial statements 2021 be approved.

##### 1.2 Advisory vote on the compensation report 2021

The Board of Directors proposes to approve the compensation report 2021 included in the annual report 2021 (non-binding advisory vote).

#### 2. Appropriation of annual result

The Board of Directors proposes to distribute the total balance of CHF 24'502'382, comprising the net loss for the year 2021 of CHF 497'618 and the allocation from free reserves of CHF 25'000'000 as follows:

- |                                |                |
|--------------------------------|----------------|
| – Dividend payment             | CHF 20'556'185 |
| – Carry-forward to new account | CHF 3'946'197  |

If this proposal is approved, the gross dividend (before deduction of the Swiss withholding tax of 35%) will amount to CHF 0.50 per share. Dividends will be paid out presumably on 20 April 2022. Any shares held by medmix Ltd and its subsidiaries on the dividend record date shall not be eligible to dividends.

### **3. Discharge**

The Board of Directors proposes that discharge be granted to its members and the Executive Committee for the financial year 2021.

### **4. Compensation of the members of the Board of Directors and the Executive Committee**

#### **4.1 Compensation of the Board of Directors**

The Board of Directors proposes to approve a maximum aggregate amount of compensation of the Board of Directors of CHF 1'500'000 for the term of office from the 2022 Annual General Meeting until the end of the 2023 Annual General Meeting.

*Explanation: The enclosed brochure sets out the further details in relation to this proposal. In addition, the compensation system of medmix Group is described in the compensation report at <https://report.medmix.swiss/ar21>*

#### **4.2 Compensation of the Executive Committee**

The Board of Directors proposes to approve a maximum aggregate amount of compensation of the Executive Committee of CHF 8'500'000 for the financial year 2023.

*Explanation: The enclosed brochure sets out the further details in relation to this proposal. In addition, the compensation system of medmix Group is described in the compensation report at <https://report.medmix.swiss/ar21>*

### **5. Election of the Board of Directors**

#### **5.1 Re-election of the Chairman of the Board of Directors**

The Board of Directors proposes to re-elect Mr. Grégoire Poux-Guillaume for a term until the end of the next Annual General Meeting as a member and Chairman of the Board of Directors.

#### **5.2 Re-election**

The Board of Directors proposes to re-elect Mr. Marco Musetti for a further term until the end of the next Annual General Meeting as member of the Board of Directors. Mrs. Jill Lee will not stand for re-election.

#### **5.3 Elections of new members**

The Board of Directors proposes to elect Mr. Rob ten Hoedt, Mr. Daniel Flammer, Mrs. Barbara Angehrn, Mr. René Willi and Mr. David Metzger for a term until the end of the next Annual General Meeting as new members of the Board of Directors.

The elections will be held individually. For information relating to the proposed members see [www.medmix.swiss/agm](http://www.medmix.swiss/agm).

### **6. Election of the Remuneration Committee**

#### **6.1 Re-election**

The Board of Directors proposes to re-elect Mr. Grégoire Poux-Guillaume for a term until the end of the next Annual General Meeting as member of the Remuneration Committee. Mr. Marco Musetti and Mrs. Jill Lee will not stand for re-election.

#### **6.2 Elections of new members**

The Board of Directors proposes to elect Mr. Rob ten Hoedt and Mrs. Barbara Angehrn for a term until the end of the next Annual General Meeting as new members of the Remuneration Committee. The elections will be held individually.

### **7. Re-election of Auditors**

The Board of Directors proposes to re-elect KPMG AG, Zurich, as Auditors.

## 8. Re-election of independent proxy

The Board of Directors proposes to re-elect Proxy Voting Services GmbH, Zurich, for a term until the end of the next Annual General Meeting as the independent proxy. For further information about Proxy Voting Services GmbH see [www.proxyvotingservices.ch](http://www.proxyvotingservices.ch).

## 9. Transfer of registered office

Due to its further expansion, medmix Ltd will move into new offices in Baar, Zug, as currently planned in April 2022. Hence, the Board of Directors proposes to transfer the registered office of medmix Ltd from Zug to Baar. Art. 1 of the Articles of Association of medmix Ltd shall be changed as follows:

*Art. 1*

*Under the name of*

*medmix AG*

*medmix SA*

*medmix Ltd*

*there exists a joint-stock company limited by shares, whose registered offices are in Baar.*

*Explanation: Agenda item 9 requires a qualified majority of at least two thirds of the votes represented at the general meeting in order for it to pass.*

## Miscellaneous

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The annual report, including the business review, the financial statements of medmix Ltd and the consolidated financial statements 2021, the compensation report and the auditor's report for 2021 are available for inspection at the registered office of medmix Ltd in Zug and are also published under <https://report.medmix.swiss/ar21>.

Shareholders registered in the share register as of 1 April 2022, 3:00 p.m. CET are entitled to exercise their voting rights at the Annual General Meeting by authorizing and instructing the independent proxy to cast their votes on their behalf. The authorization and instruction of the independent proxy has no influence on the ability to trade the shares. However, any authorizations or instructions given to the independent proxy will automatically lose their validity should the relevant shares be sold between 1 April 2022 and the date of the Annual General Meeting.

In order to be taken into account, reply forms sent by mail must have reached Nimbus AG on 6 April 2022, at 4:00 p.m. CET at the latest. Instructions via the electronic platform Nimbus ShApp® may be cast until 10 April 2022, at 11:59 p.m. CET.

## Special measures relating to Covid-19

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Based on the Covid-19-Ordinance 3, the Board of Directors may decide that the shareholders can exercise their rights at the Annual General Meeting exclusively through an independent proxy. Due to the situation in Switzerland in relation to Covid-19, the Board of Directors has decided not to hold a physical Annual General Meeting in 2022 but to request shareholders to exercise their rights through the independent proxy, Proxy Voting Services GmbH. Therefore, no admission tickets will be sent out.

The shareholders who want to be represented at the Annual General Meeting 2022 are kindly requested to instruct the independent proxy, Proxy Voting Services GmbH, Grossmünsterplatz 1, 8001 Zurich. Voting instructions may be indicated on the reply form. To the extent you do not mark options for instructions on the reply form, you instruct, by signing the reply form, the independent proxy to cast your votes in favor of the proposals of the Board of Directors.

For all questions and correspondence concerning the Annual General Meeting please contact Nimbus AG, tel. +41 (0)55 617 37 44, or via [medmix@nimbus.ch](mailto:medmix@nimbus.ch).

We intend to set-up a live stream of the Annual General Meeting (accessible through the following link: [www.medmix.swiss/agm](http://www.medmix.swiss/agm)).

The minutes of the resolutions of the Annual General Meeting will be available at the registered office of medmix Ltd and published online at [www.medmix.swiss/agm](http://www.medmix.swiss/agm).

Yours sincerely  
On behalf of the Board of Directors of medmix Ltd



**Grégoire Poux-Guillaume**  
Chairman of the Board

Enclosures:  
Reply form with reply envelope  
Explanations to the reply form  
Shareholder information on the compensation votes



medmix Ltd  
Annual General Meeting  
c/o Nimbus AG  
Ziegelbrückstrasse 82  
8866 Ziegelbrücke  
Switzerland

## Annual General Meeting

Tuesday, 12 April 2022, 10:00 a.m. CET, Neuwiesenstrasse 15, Winterthur

Please read first the document **Explanations to the Reply Form** (in the appendix).

Reply online

Identification:

Password:

The **Annual Report 2021** is available under <https://report.medmix.swiss/ar21>.

In case of changes to your address, please inform your custodian bank.

**I herewith authorize the independent proxy to cast my votes according to the following instructions:**

### I. General instruction for announced proposals / agenda items

(please mark a box )

Yes  No  Abstain

This general instruction refers to all agenda items which were announced in the invitation to the Annual General Meeting according to section III on the back of this form. Specific instructions according to section III take priority over the general instruction of this section I.

### II. General instructions for unannounced proposals / new agenda items

(please mark a box )

According to the Board of Directors  Abstain  Yes  No

### III. Specific instructions for announced proposals / agenda items (see back of the form)

To the extent you do not mark boxes for instructions, you instruct the independent proxy to cast your votes in favour of the proposals of the Board of Directors for announced proposals and for unannounced proposals / new agenda items.

Date: \_\_\_\_\_

Signature:

### III. Specific instructions

To the extent you do neither mark boxes for specific instructions according to this section III nor for a general instruction for announced proposals / agenda items according to section I, you instruct the independent proxy to cast your votes in favour of the proposals of the Board of Directors.

Agenda items and proposals of the Board of Directors		Yes	No	Abstain
1.1	Business review, financial statements of medmix Ltd and consolidated financial statements 2021, reports of the Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1.2	Advisory vote on the compensation report 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Appropriation of annual result	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Discharge	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.1	Approval of the maximum aggregate amount of compensation of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.2	Approval of the maximum aggregate amount of compensation of the Executive Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.1	Re-election of Mr. Grégoire Poux-Guillaume as member and Chairman of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.2	Re-election of Mr. Marco Musetti as member of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.3.1	Election of Mr. Rob ten Hoedt as new member of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.3.2	Election of Mr. Daniel Flammer as new member of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.3.3	Election of Mrs. Barbara Angehrn as new member of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.3.4	Election of Mr. René Willi as new member of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.3.5	Election of Mr. David Metzger as new member of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.1	Re-election of Mr. Grégoire Poux-Guillaume as member of the Remuneration Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.2.1	Election of Mr. Rob ten Hoedt as member of the Remuneration Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.2.2	Election of Mrs. Barbara Angehrn as member of the Remuneration Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Re-election of the Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Re-election of the independent proxy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Transfer of registered office	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Board of Directors proposes that all proposal be approved.

Dear Shareholders,

Pursuant to Art. 9 of the Ordinance against Excessive Compensation with respect to Listed Stock Corporations of 20 November 2013, shareholders may grant **proxy and give instructions** to the independent proxy **also electronically**. In order to fulfill this requirement, we have implemented the shareholder application **Nimbus ShApp®**. On this platform you may **reply online**.

The Reply Form for the Annual General Meeting has different functions, it serves

- as **address cover** for this mailing
- to **authorize the independent proxy with instructions** in writing
- to transmit the admission codes for your **online reply**

### **You may answer by either**

- using this Reply Form for the Annual General Meeting, or
- replying online

### **Online reply – Explanations**

We kindly invite you to use the online reply platform. Simply open in your browser <https://medmix.shapp.ch> (neither a personal email address nor a mobile phone number are required). Please follow the user prompt on the screen. You will find your personal admission codes for the initial registration (identification and password) on the Reply Form in the paragraph „reply online“.



# Shareholder information on the compensation votes at the 2022 Annual General Meeting

Agenda Item 4



## Vote 4.1

### Binding vote on the maximum aggregate compensation of the Board of Directors from the 2022 Annual General Meeting to the 2023 Annual General Meeting

Proposal: The Board of Directors proposes to approve a maximum aggregate amount of compensation of the Board of Directors of CHF 1'500'000 for the term of office from the 2022 Annual General Meeting until the end of the 2023 Annual General Meeting.

Explanation: This binding vote, which is to be conducted according to the Ordinance against excessive compensation in publicly listed companies, allows shareholders to vote directly on the maximum aggregate compensation of the Board of Directors of medmix Ltd for the forthcoming term of office.

The Board of Directors of medmix Ltd proposes the election of five additional members at the Annual General Meeting 2022. These individuals bring expertise in dental, pharma, medical devices and finance, and are respected practitioners in their field. Should the shareholders approve these nominations, the Board of Directors of medmix Ltd will be at its maximum target size of seven. The proposed amount, therefore, is set to allow for a maximum aggregate compensation of the Board of Directors of medmix Ltd for the term of office from the 2022 AGM to the 2023 AGM of CHF 1'500'000.

To reinforce their independence, the members of the Board of Directors of medmix Ltd receive a fixed compensation only. They are neither eligible for variable or performance-based compensation nor entitled to participate in the pension benefit plans of medmix Ltd. The Board's compensation is paid 50% in cash and 50% converted into restricted stock units (RSUs) and is summarized below:

Compensation of the Board of Directors of medmix Ltd <sup>1</sup>	
thousands of CHF	Annual fees (50% of board compensation paid in cash and 50% in RSUs)
Member of the Board of Directors	120
Chairman of the Board of Directors <sup>2</sup>	300
<b>Additional committee fees:</b>	
Committee chairman	25
Committee member	10

<sup>1</sup> Compensation for the term of office from AGM to AGM.

<sup>2</sup> The Chairman of the Board of Directors is not entitled to receive additional committee fees.

The following table illustrates the composition of the proposed maximum aggregate amount of CHF 1'500'000 for the compensation of the Board of Directors of medmix Ltd for the term of office from the 2022 AGM to the 2023 AGM.

Compensation of the Board of Directors	Approved	Actual	Proposal
thousands of CHF	Sept 2021 – 2022 AGM	Sept 2021 – 2022 AGM	2022 AGM – 2023 AGM
Fees in cash <sup>1</sup>	195	161	680
Fair value of the Restricted Share Units (RSUs)	195	161	680
Mandatory social security contributions	35	30	115
Reserve amount <sup>2</sup>	25	0	25
<b>Total compensation</b>	<b>450</b>	<b>352</b>	<b>1'500</b>

<sup>1</sup> Includes basic membership fee and committee fees.

<sup>2</sup> Compensation for ad hoc committees and significant additional assignments.

The actual compensation payout, including the distribution among these non-binding components, will be disclosed in the 2022 and 2023 compensation reports, respectively, which will be submitted to an advisory shareholder vote.

Further information on the compensation of the Board of Directors is provided in the 2021 compensation report (<https://report.medmix.swiss/ar21>).

## Vote 4.2

### Binding vote on the maximum aggregate compensation of the Executive Committee for the financial year 2023

Proposal: The Board of Directors proposes to approve a maximum aggregate amount of compensation of the Executive Committee of CHF 8'500'000 for the financial year 2023.

Explanation: This binding vote, which is to be conducted according to the Ordinance against excessive compensation in publicly listed companies, allows shareholders to vote directly on the maximum aggregate compensation of the Executive Committee of medmix Ltd for the forthcoming financial year.

The Board of Directors of medmix Ltd plans to expand the Executive Committee to better reflect the growth ambitions of the company. This increase in the size of the Executive Committee is supported by the proposed amount, allowing for a maximum aggregate compensation of the Executive Committee for the financial year 2023 of CHF 8'500'000.

The compensation policy of medmix Ltd is driven by the performance orientation of the company and a strong alignment with long-term shareholder value creation and sustainable growth. Therefore, the overall compensation of the members of the Executive Committee of medmix Ltd consists of a fixed and a variable compensation. The variable compensation is performance-based and includes a short-term incentive (in cash) and a long-term Performance Share Unit (PSU) plan. This system shall encourage and reward superior performance.

Elements of compensation of the Executive Committee			
Base salary	Benefits	Bonus in cash (short-term incentive)	Performance Share Unit (PSU) plan (long-term incentive)
Reflects the function and scope of responsibilities, as well as the personal profile of the employee (experience and skill set)	Establishes a level of security for the employees and their dependents in the retirement age and against risks such as death and disability. Tailored to local regulations and market practice	Rewards performance and the achievement of business, financial and personal objectives over a one-year period	Rewards the company's success over a three-year period and drives long-term shareholder value creation. Ties compensation to the long-term performance of the medmix share

The following table illustrates the composition of the proposed maximum aggregate amount of CHF 8'500'000 for the compensation of the Executive Committee for the financial year 2023. Furthermore, the table shows the compensation effectively paid out or granted in the financial year 2021 and the maximum amount of compensation which would have been payable under the applicable compensation plans upon the maximum achievement of the performance targets.

Annual compensation of the Executive Committee	2021	2021	2022	2023
thousands of CHF	Max	Actual	Max	Max proposed
Base salary	350	335	1'400	3'000
Bonus in cash	325	254	1'600	2'750
Other <sup>1</sup>	30	6	50	150
Cap value of the Performance Share Units (PSU) <sup>2</sup>	0	0	2'100	2'000
Contributions to pension benefits and social security <sup>3</sup>	45	144	350	600
<b>Total compensation</b>	<b>750</b>	<b>739</b>	<b>5'500</b>	<b>8'500</b>

<sup>1</sup> 2021 Actual: Other consists of child and insurance allowances.

<sup>2</sup> First regular medmix grant to take place in 2022 only.

<sup>3</sup> Employer contributions. Contributions to social security are owed under mandatory law. The maximum amount included for 2023 covers contributions to social security to be made (or expected to be made) with respect to base salaries, bonuses in cash and other compensation as well as PSU (based on the cap value), as well as contributions to pension benefits.

The actual compensation payout, including the distribution among these non-binding components, will be disclosed in the 2023 compensation report, which will be submitted to an advisory shareholder vote.

Further information on the compensation of the Executive Committee is provided in the 2021 compensation report (<https://report.medmix.swiss/ar21>).