



AKTIONAERIDPADEDBC



SUCHBEGRIFF

medmix Ltd
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P.P.

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A-PRIORITY DIE POST

ZUSTELLADRESSE



Invitation to the Annual General Meeting of Shareholders 2024

Dear Shareholders,

The Annual General Meeting of medmix Ltd will be held on
Wednesday, April 24, 2024, at 10:00 a.m. CEST (door opening at 9:00 a.m.)
at Lorzensaal, Dorfplatz 3, 6330 Cham.

Agenda

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

1. Annual Report 2023

1.1 Business review, financial statements of medmix Ltd and consolidated financial statements 2023, reports of the auditor

The Board of Directors proposes that the business review, the financial statements of medmix Ltd and the consolidated financial statements 2023 be approved.

Explanation: In accordance with article 698 paragraph 2 items 3 and 4 of the Swiss Code of Obligations (CO) and the Articles of Association, the Annual General Meeting is responsible for approving the business review, the annual financial statements, and the consolidated financial statements.

1.2 Advisory vote on the compensation report 2023

The Board of Directors proposes to approve the compensation report 2023 included in the annual report 2023 (non-binding advisory vote).

Explanation: According to article 735 paragraph 3 item 4 CO and the Articles of Association, the Board of Directors shall submit the compensation report to an advisory vote of the Annual General Meeting. The compensation report describes the compensation system of medmix, and the compensation paid and granted to its Board of Directors and Executive Committee in respect of the financial year 2023.

1.3 Advisory vote on the sustainability review 2023

The Board of Directors proposes to approve the sustainability review 2023 included in the annual report 2023 (non-binding advisory vote).

Explanation: According to article 964c paragraph 1 CO, article 698 paragraph 2 item 9 CO and the Articles of Association, the Annual General Meeting is responsible for approving the report on non-financial matters.

2. Appropriation of annual result

The Board of Directors proposes to appropriate the total balance of CHF 36'413'027, comprising the net profits for the year 2023 of CHF 33'551'684 and the retained profits of CHF 2'861'343 as follows:

– Dividend payment	CHF 20'390'924
– Balance carried forward	CHF 16'022'104

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 are expected to be paid out on April 30, 2024. Any shares held by medmix Ltd and its subsidiaries on the dividend record date shall not be eligible to dividends.

Explanation: In accordance with article 698 paragraph 2 item 4 CO and the Articles of Association, the Annual General Meeting is responsible for passing resolutions on the appropriation of the balance sheet profit, allocation of reserves and the payment of a dividend.

3. Discharge

The Board of Directors proposes that discharge be granted to its members and the Executive Committee for the financial year 2023.

Explanation: In accordance with article 698 paragraph 2 item 7 CO and the Articles of Association, the Annual General Meeting is responsible for granting discharge to the members of the Board of Directors and the Executive Committee.

4. Compensation 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 2024 Annual General Meeting until the end of the 2025 Annual General Meeting.

Explanation: The enclosed brochure "Shareholder information on the compensation votes at the 2024 Annual General Meeting" sets out further details in relation to this proposal. In addition, the compensation system of medmix is described in the compensation report at <https://report.medmix.swiss/ar23>.

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 2025.

Explanation: The enclosed brochure "Shareholder information on the compensation votes at the 2024 Annual General Meeting" sets out further details in relation to this proposal. In addition, the compensation system of medmix is described in the compensation report at <https://report.medmix.swiss/ar23>.

5. Election of the Board of Directors

Explanation: Pursuant to article 698 paragraph 2 item 2 and paragraph 3 item 1 CO and the Articles of Association, the Annual General Meeting is responsible for the following elections of the Chairman and the members of the Board of Directors. The Board of Directors and the Nomination & Remuneration Committee are convinced that the persons proposed for election and re-election, respectively, have the necessary qualifications to serve on the Board of Directors of medmix. Grégoire Poux-Guillaume does not stand for re-election as member 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 Rob ten Hoedt for a further term until the end of the next Annual General Meeting as member and Chairman of the Board of Directors.

5.2 Re-election of the other members of the Board of Directors

The Board of Directors proposes to re-elect Marco Musetti, Barbara Angehrn, René Willi, Daniel Flammer and David Metzger for a further term until the end of the next Annual General Meeting as members of the Board of Directors. Elections will be held individually.

5.3 Election of Ms. Susanne Hundsbaek-Pedersen as new member of the Board of Directors

The Board of Directors proposes to elect Ms. Susanne Hundsbaek-Pedersen for a term until the end of the next Annual General Meeting as new member of the Board of Directors.

Explanation: Ms. Hundsbaek-Pedersen, a Danish national born in 1967 is, since January 2021, Executive Vice President, Global Head Pharma Technical Operations at F. Hoffmann-La Roche Ltd in Basel. In this role, she is responsible for all Technical Development, Manufacturing, Supply Chain, Quality and Regulatory activities within the Pharma division of Roche. She joined Roche from Novo Nordisk A/S in Denmark (2002–2020) where she was successively Senior Project Manager, Category Manager then Director of Strategic Sourcing, Corporate Vice President, Product Supply Finance and IT, Senior Vice President Devices, Senior Vice President Supply Chain Management and Senior Vice President Product Supply (Global Manufacturing) Diabetes Products. She started her career at United Parcel Service of America, Olicom A/S, and Intel Corp.

Ms. Hundsbaek-Pedersen graduated with a Diploma in Industrial Engineering from the Technical University of Copenhagen and an Executive MBA from the IMD Business School in Lausanne, Switzerland. She was member of the Board of PostNord Group AB, Stockholm, Sweden (2020–2024). Since 2020, she acts as Senior Advisor for DAA Capital Partners in Geneva, Switzerland.

6. Re-election of the Nomination & Remuneration Committee

The Board of Directors proposes to re-elect Barbara Angehrn, Rob ten Hoedt and David Metzger for a further term until the end of the next Annual General Meeting as members of the Nomination & Remuneration Committee. Elections will be held individually.

Explanation: Pursuant to article 698 paragraph 3 item 2 CO and the Articles of Association, the Annual General Meeting is responsible for the election of the members of the Nomination & Remuneration Committee. The Board of Directors and the Nomination & Remuneration Committee are convinced that the persons proposed for re-election have the necessary qualifications to serve on the Nomination & Remuneration Committee.

7. Re-election of the Auditor

The Board of Directors proposes to re-elect KPMG Ltd, Zurich, as auditor for the financial year 2024.

Explanation: In accordance with article 698 paragraph 2 item 2 CO and the Articles of Association, the Annual General Meeting is responsible for electing the statutory auditor. KPMG Ltd confirmed that it possesses the independence required to exercise this mandate.

8. Re-election of the 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.

Explanation: In accordance with article 698 paragraph 3 item 3 CO and the Articles of Association, the Annual General Meeting is responsible for electing the independent proxy. Proxy Voting Services GmbH confirmed that it possesses the independence required to exercise this mandate. For further information about Proxy Voting Services GmbH see www.proxyvotingservices.ch.

Miscellaneous

The annual report, including the business review, the financial statements of medmix Ltd and the consolidated financial statements 2023, the compensation report, the auditors' reports for 2023 and the report on non-financial matters are published under <https://report.medmix.swiss/ar23>.

Shareholders registered in the share register as of April 15, 2024, 3:00 p.m. CEST are entitled to exercise their voting rights at the Annual General Meeting. The registration for exercising the voting right has no influence on the ability to trade the shares. However, admission tickets already issued will automatically lose their validity should the relevant shares be sold between April 15, 2024, and the date of the Annual General Meeting.

Admission tickets will be sent to shareholders upon request. You can register either by sending the enclosed reply form by regular mail to medmix Ltd, c/o Nimbus AG, Ziegelbrückstrasse 82, 8866 Ziegelbrücke, or on-line. Admission tickets which can no longer be mailed on time will be ready for collection at the Annual General Meeting from the share register information desk.

Shareholders who will not be attending the Annual General Meeting may arrange to be represented by proxy. Such proxy may be granted either to:

- The independent proxy, Proxy Voting Services GmbH, Grossmünsterplatz 1, 8001 Zürich. Voting instructions may be indicated on the reply form. To the extent you do not make voting 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. In order to be taken into account, reply forms sent by regular mail must have reached Nimbus AG on April 19, 2024, at 4:00 p.m. CEST at the latest. Instructions via the electronic platform Nimbus ShApp may be cast until April 21, 2024, at 11:59 p.m. CEST;
- The legal representative of the shareholder; or
- Any other proxy (who does not need to be a shareholder) by means of a written power of attorney.

Please note that the number of parking places at Lorzensaal is limited. The location is a short walking distance from Cham train station. We are pleased to offer the participating shareholders a refreshment following the Annual General Meeting.

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

The minutes of the resolutions of the Annual General Meeting will be available online at www.medmix.swiss/agm.

Yours sincerely

On behalf of the Board of Directors of medmix Ltd



Rob ten Hoedt

Chairman of the Board

Enclosures:

Reply form with reply envelope

Explanations to the reply form

Shareholder information on the compensation votes

Reply Form



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



Annual General Meeting

Wednesday, April 24, 2024, 10:00 a.m. CEST (doors open at 9:00 a.m.),
at Lorzensaal, Dorfplatz 3, 6330 Cham

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

Reply online Identification: SHAPPUSERID Password: SHAPPPWD

The **Annual Report 2023** is available under <https://report.medmix.swiss/ar23>.

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



Please mark either box a) or box b)

If you mark box a), you do not need to fill out sections I, II and III below. Please return the dated and signed reply form.

If you mark box b), please also fill out the rest of this form, including date and signature.

a) I request an admission ticket (which will be mailed as of April 16, 2024)

b) I 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 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 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 favor 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 2023, reports of the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1.2	Advisory vote on the compensation report 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1.3	Advisory vote on the sustainability review 2023	<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. Rob ten Hoedt as member and Chairman of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.2.1	Re-election of Mr. Marco Musetti as member of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.2.2	Re-election of Ms. Barbara Angehrn as member of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.2.3	Re-election of Mr. René Willi as member of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.2.4	Re-election of Mr. Daniel Flammer as member of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.2.5	Re-election of Mr. David Metzger as member of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.3	Election of Ms. Susanne Hundsbaek-Pedersen as new member of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.1	Re-election of Ms. Barbara Angehrn as member of the Nomination & Remuneration Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.2	Re-election of Mr. Rob ten Hoedt as member of the Nomination & Remuneration Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.3	Re-election of Mr. David Metzger as member of the Nomination & Remuneration Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Re-election of the Auditor	<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"/>

The Board of Directors proposes that all proposals be approved.

Dear shareholders

Pursuant to Art. 689c of the Swiss Code of Obligations, 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 request an **admission ticket for personal attendance** of the Annual General Meeting;
- to request an **admission ticket to authorize** a proxy;
- to **authorize the independent proxy with instructions** in writing; and
- 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 2024 Annual General Meeting

Agenda Item 4

Agenda Item 4.1

Binding vote on the maximum aggregate compensation of the Board of Directors from the 2024 Annual General Meeting to the 2025 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 2024 Annual General Meeting until the end of the 2025 Annual General Meeting.

Explanation: This binding vote, which is to be conducted according to art. 735 of the Swiss Code of Obligations, 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 proposed amount is set to allow for a maximum aggregate compensation of the Board of Directors of medmix Ltd for the term of office from the 2024 AGM to the 2025 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 ¹			
thousands of CHF	Cash component	Grant value of restricted share units	Lump sum expenses
Base fee for Board chairmanship ²	150	150	10
Base fee for Board membership	60	60	5
Additional committee fees:			
Committee chairman	12.5	12.5	
Committee member	5	5	

¹ Compensation for the term of office from AGM to AGM.

² 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 2024 AGM to the 2025 AGM.

Compensation of the Board of Directors	Approved (maximum)	Actual	Proposed (maximum)
thousands of CHF	2023 AGM – 2024 AGM	2023 AGM – 2024 AGM	2024 AGM – 2025 AGM
Fees in cash ¹	680	582	680
Restricted Share Units (RSUs) ²	680	543	680
Mandatory social security contributions	120	83	120
Reserve amount ³	20	0	20
Total compensation	1'500	1'208	1'500

¹ Includes basic membership fee and committee fees.

² 2023 AGM – 2024 AGM Actual: Represents the full fair value at grant.

³ 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 2024 and 2025 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 2023 compensation report (<https://report.medmix.swiss/ar23>).

Agenda Item 4.2

Binding vote on the maximum aggregate compensation of the Executive Committee for the financial year 2025

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 2025.

Explanation: This binding vote, which is to be conducted according to art. 735 of the Swiss Code of Obligations, allows shareholders to vote directly on the maximum aggregate compensation of the Executive Committee of medmix Ltd for the forthcoming financial year. The proposed amount is set to allow for a maximum aggregate compensation of the Executive Committee for the financial year 2025 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	Fringe Benefits and Pension contributions	Bonus (short-term variable compensation)	Performance Share Plan (PSP) (long-term variable compensation)
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 2025. Furthermore, the table shows the compensation effectively paid out or granted in the financial years 2022 and 2023 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	2022	2022	2023	2023	2024	2025
thousands of CHF	Max	Actual	Max	Actual	Max	Max proposed
Base salary	1'400	1'270	3'000	1'325	3'000	3'000
Bonus in cash	1'600	818	2'750	407	2'350	2'350
Other ¹	50	31	150	29	150	150
Performance share units (PSU) ²	2'100	1'575	2'000	1'065	2'000	2'000
Contributions to pension benefits and social security ³	350	676	600	623	1'000	1'000
Total compensation⁴	5'500	4'370	8'500	3'449	8'500	8'500

¹ 2023 Actual: Other consists of child and insurance allowances.

² 2023 Actual: Represents the full fair value at grant.

³ Employer contributions: Contributions to social security are owed under mandatory law. The maximum amount included for 2024 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.

⁴ 2023 Actual: Includes Xavier Schops (member of the Executive Committee since November 1, 2023).

The actual compensation payout, including the distribution among these non-binding components, will be disclosed in the 2025 compensation report, which will be submitted to an advisory shareholder vote.

Further information on the compensation of the Executive Committee is provided in the 2023 compensation report (<https://report.medmix.swiss/ar23>).