

MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
ONWARD MEDICAL N.V.
8 May 2023

Minutes of the annual general meeting of shareholders of **ONWARD Medical N.V.**, a limited liability company (*naamloze vennootschap*) incorporated under the laws of the Netherlands, having its corporate seat at Schimmelt 2-16, 5611 ZX Eindhoven, the Netherlands (the "**Company**"), held at Beethovenstraat 400, 1082 PR Amsterdam, on Monday, 8 May 2023 at 2:00 p.m. CEST (the "**Meeting**").

1.	<i>Opening</i>
Chair	<p>Mr. Jan Øhrstrøm, the Company's chairman, acted as chair of the Meeting, opened the Meeting at 2:00 p.m. CEST, welcomed the shareholder present at the Meeting and introduced the other attendees present at the Meeting, being David L. Marver, the Company's CEO, Lara Smith Weber, the Company's Chief Financial Officer, John Murphy, the Company's Chief Technology Officer, and several other members of the management team.</p> <p>Furthermore, Ms. Vivian Riefberg, who was up for election during this annual general meeting of shareholders, was present. Grégoire Courtine, who was up for re-election during this annual general meeting of shareholders, was also present.</p> <p>Also present were our Dutch legal counsel, Sanne Meester, Ruud Smits and Daan Hagelstein, working with NautaDutilh N.V. and the Company's auditor Hans Lemmens, working with Ernst & Young Accountants LLP. Mr. Hagelstein was asked to act as secretary of the Meeting.</p>
Secretary	<p>Mr. Hagelstein informed the Meeting of the following legal matters:</p> <ul style="list-style-type: none">- The meeting has been convened with due observance of all applicable provisions of Dutch law and the Company's articles of association.- 18,406,975 shares in the Company's share capital were represented at the Meeting, representing 60.98% of the Company's issued share capital.- The requisite quorum stipulated by the Company's articles of association was represented at this Meeting. Therefore, the voting items on the agenda could be passed by simple majority.- The Meeting would be conducted in the English language.
Chair	<p>The chair gave the floor to Mr. Marver and Ms. Smith Weber.</p>
Mr. Marver and Ms. Smith Weber	<p>Mr. Marver presented the 2022 Company highlights, including, among others, announcement of the first in human use of IPG, the release of positive top line data from the Up-LIFT pivotal study, the release of positive data from the LIFT home study, release of positive interim outcomes for blood pressure therapy and FDA Breakthrough Device Designation for three additional indications. Ms. Weber then discussed the 2022 financial highlights of the Company, after which Ms. Smith Weber gave the floor back to the chair.</p>
Chair	<p>The chair stated that the voting procedure for this meeting will take place by acclamation and indicated that Mr. Hagelstein will vote in accordance with the</p>

voting instructions provided to him, which were already tabulated before the meeting.

Since there were no questions regarding the method of voting the chair proceeded to the next item on the agenda.

2.	<i>Discussion of the annual report over the financial year 2022 (discussion item)</i>
Chair	<p>The chair indicated that the next item on the agenda is the discussion of the Company's Dutch statutory annual report over the financial year 2022, which is posted on the Company's website.</p> <p>Since there were no questions, the chair proceeded to the next item of the agenda.</p>
3.	<i>Adoption of the annual accounts over the financial year 2022 (voting item)</i>
Chair	<p>The chair indicated that the next agenda item is the adoption of the Company's Dutch statutory annual accounts over the financial year 2022.</p> <p>The chair indicated that the Company's auditor is present here to address and respond to any topics raised by shareholders with respect to their audit functioning. The chair gave the word to the Company's auditor, Mr. Lemmens.</p>
Mr. Lemmens	<p>Mr. Lemmens made a short statement on his findings and then gave the floor back to the chair.</p>
Chair	<p>The chair put this agenda item up for voting and indicated that the vote has passed.</p>
4.	<i>Implementation of the compensation policy over the financial year 2022 (advisory non-binding voting item)</i>
Chair	<p>The chair introduced the next agenda item, the advisory non-binding vote on the implementation of the compensation policy over the financial year 2022.</p> <p>Since there were no questions, the AGM voted on and passed the item.</p>
5.	<i>Explanation of the dividend and reservation policy (discussion item)</i>
Chair	<p>The chair introduced the next item on the agenda item, the discussion of the Company's dividend and reservation policy, and referred to the explanation to the agenda for further details.</p> <p>Since there were no questions, the chair proceeded to the next item on the agenda.</p>
6.	<i>Release of the directors from liability for the exercise of their duties during the financial year 2022 (voting item)</i>
Chairman	<p>The chair introduced the following agenda item, the release of the directors from liability for the exercise of their duties during the financial year 2022.</p> <p>Since there were no questions, the AGM voted on and passed the item.</p>
7.	<i>Appointment of Ernst & Young Accountants LLP for the external audit of the Company's annual accounts for the financial year 2023 (voting item)</i>
Chairman	<p>The chair introduced the following agenda item, the appointment of Ernst & Young Accountants LLP over the financial year 2023.</p> <p>Since there were no questions, the AGM voted on the item and the vote passed.</p>

8.	<i>Re-appointment of Dr. Grégoire Courtine as non-executive director (voting item)</i>
	<p>The chair introduced the next agenda item, the re-appointment of Dr. Grégoire Courtine as non-executive director of the Company.</p> <p>The chair indicated that the Company believes that Dr. Courtine is highly qualified for this re-appointment given his long experience as a preeminent scientist in the therapeutic areas on which the Company is focused.</p> <p>Since there were no questions, the AGM voted on the item and the vote passed.</p>
9.	<i>Appointment Ms. Vivian Riefberg as non-executive director (voting item)</i>
Chair	<p>The chair introduced the next agenda item, the appointment of Ms. Vivian Riefberg as non-executive director of the Company. The chair indicated that the Company believes that Ms. Riefberg is highly qualified for this appointment given her experience in strategy and business consulting, with specific expertise in health care and public sector matters.</p> <p>Since there were no questions, the AGM voted on the item and the vote passed.</p>
10	<i>Delegation of the authority of the board to issue ordinary shares and to grant rights to subscribe for ordinary shares in the capital of the company for 10% of the company's issued share capital and to limit or exclude pre-emptive rights in connection therewith (voting item)</i>
Chair	<p>The chair introduced the following item on the agenda, the delegation of the authority of the board to issue ordinary shares and to grant rights to subscribe for ordinary shares in the capital of the Company for 10% of the Company's issued share capital and to limit or exclude pre-emptive rights in connection therewith.</p> <p>Since there were no questions, the AGM voted on the item and the vote passed.</p>
11	<i>Delegation of the authority of the board to issue ordinary shares and to grant rights to subscribe for ordinary shares in the capital of the company for an additional 50% of the company's issued share capital and to limit or exclude pre-emptive rights in connection with a potential capital raise (voting item)</i>
Chair	<p>The chair introduced the following item on the agenda, the delegation of the authority of the board to issue ordinary shares and to grant rights to subscribe for ordinary shares in the capital of the Company for an additional 50% of the Company's issued share capital and to limit or exclude pre-emptive rights in connection with a potential capital raise.</p> <p>Since there were no questions, the AGM voted on the item and the vote passed.</p>
12	<i>Authorization of the board to acquire ordinary shares in the Company's capital (voting item)</i>
Chair	<p>The chair indicated that the next item on the agenda is the authorization of the board to acquire ordinary shares in the Company's capital.</p> <p>The Company proposed to renew the authorization of the board to acquire ordinary shares in the Company's capital, effectively extending the current authorization for a period ending 18 months following the date of the AGM subject to the conditions set forth in the explanatory notes to the agenda. If this</p>

resolution passed, the proposed authorization shall replace the existing authorization referred to previously .

Since there were no questions, the AGM voted on the item and the vote passed.

13 and 14

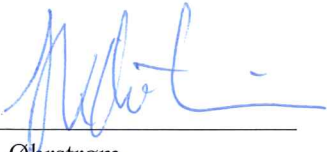
Questions and closing

Chair

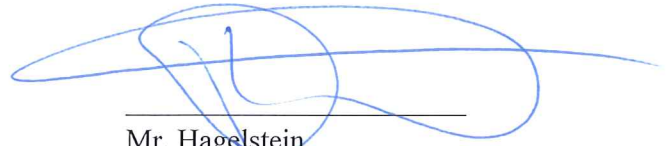
Since there were no further questions, the chair closed the meeting at 2:35 p.m. CEST and thanked everyone for their attendance and participation.

(signature page follows)

Signature page to the minutes of the annual general meeting of ONWARD Medical N.V., held on 8 May 2023



Mr. Øhrstrøm
Chair



Mr. Hagelstein
Secretary