

## CONVENING NOTICE

This is the convening notice for the annual general meeting of shareholders of ONWARD Medical N.V. (the "**Company**") to be held on 13 May 2026 at 4:00 p.m. CEST at the offices of NautaDutilh N.V., Beethovenstraat 400, 1082 PR Amsterdam, the Netherlands (the "**AGM**"). The agenda for the AGM is as follows:

1. Opening
2. Discussion of the annual report over the financial year 2025 (*discussion item*)
3. Adoption of the annual accounts over the financial year 2025 (*voting item*)
4. Implementation of the compensation policy over the financial year 2025 (*advisory non-binding voting item*)
5. Explanation of the dividend and reservation policy (*discussion item*)
6. Release of the directors from liability for the exercise of their duties during the financial year 2025 (*voting item*)
7. Instruction of EY Accountants B.V. as the Company's external auditor for the financial year 2026 (*voting item*)
8. Re-appointment of Kristina Maria Dziekan as non-executive director (*voting item*)
9. Appointment of Lucas Buchanan as non-executive director (*voting item*)
10. Appointment of Professor Tim Denison as non-executive director (*voting item*)
11. 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*)
12. 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 50% of the Company's issued share capital and to limit or exclude pre-emptive rights in connection with one or more potential capital raises, or for other strategic purposes (*voting item*)
13. Authorization of the board to acquire ordinary shares in the Company's capital (*voting item*)
14. Questions
15. Closing

No business shall be voted on at the AGM, except such items as included in the above-mentioned agenda.

The record date for the AGM is 15 April 2026 (the "**Record Date**"). Those who are shareholders of the Company or who otherwise have voting rights and/or meeting rights with respect to shares in the Company's capital, in each case as at close of business on the Record Date (after processing of all book-entry transfers and other relevant changes relating to the shares in the Company's capital), and who are recorded as such in (i) the Company's shareholders' register and/or (ii) any register maintained by an intermediary (*intermediair*) for purposes of the administration of ordinary shares included in a collective deposit (*verzameldepot*) pursuant to the Dutch Giro Securities Transfer Act (*Wet giraal effectenverkeer*) may attend and, if relevant, vote at the AGM ("**Eligible Participants**"), irrespective of changes to their shareholdings or rights after the Record Date.

#### *Attending the AGM in person*

Eligible Participants who wish to attend the AGM, in person or represented by proxy, must ultimately by 5:00 p.m. CEST on 6 May 2026 (the "**Cut-Off Time**") (i) in case of Eligible Participants who are recorded as such in the Company's shareholders' register ("**Registered Shareholders**"), notify the Company in writing of their identity and intention to attend the AGM (an "**Attendance Notice**") or (ii) in case of other Eligible Participants, register for the AGM via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or via the intermediary in whose administration they are registered as an Eligible Participant, in which latter case such intermediary must provide ABN AMRO Bank N.V., ultimately by the first trading day after the Cut-off Time before 1:00 p.m. CEST, via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary), with a statement demonstrating the relevant Eligible Participant's ownership of (or other entitlement to voting rights with respect to) the relevant shares in the Company's capital as at the Record Date that are being registered for the AGM. When registering, the relevant intermediary must also state the full address details of the relevant Eligible Participants. Eligible Participants who have registered for the AGM in accordance with these procedures shall receive a registration certificate via ABN AMRO Bank N.V., which shall serve as their admission ticket for the AGM.

Any Attendance Notice must be received by the Company no later than the Cut-off Time and must be sent to the Company in writing (ONWARD Medical N.V., Schimmelt 2, 5611 ZX Eindhoven, the Netherlands, addressed to Amori Fraser) or by email ([amori.fraser@onwd.com](mailto:amori.fraser@onwd.com)).

Eligible Participants who have not complied with these requirements may be refused entry to the AGM. Eligible Participants may have themselves represented at the AGM through the use of a written or electronically recorded proxy, as applicable, as noted below under "*E-voting*" and "*Attending the AGM through a written proxy*".

#### *E-voting*

Eligible Participants who hold (or otherwise have voting rights in respect of) ordinary shares in book-entry form may grant an electronic proxy with voting instructions in the period between the Record Date and the Cut-Off Time by accessing and following the instructions on the following website ([www.abnamro.com/shareholder](http://www.abnamro.com/shareholder)). These electronic proxies with voting instructions will be granted to each civil law notary and candidate civil law notary working with NautaDutilh N.V.

With respect to shares in book-entry form included in a collective deposit or giro deposit within the meaning of the Dutch Giro Securities Transfer Act, no later than 1:00 p.m. CEST on 7 May 2026 the intermediaries must provide ABN AMRO Bank N.V. via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) with an electronic statement containing the number of shares held by the respective shareholders on the Record Date for which number of shares registration for the AGM is requested.

#### *Attending the AGM through a written proxy*

Registered Shareholders may have themselves represented at the AGM through the use of a written proxy, provided that they register for the AGM in the manner described above under "Attending the AGM in person". A form of such proxy can be downloaded from the Company's website ([Shareholder Information - ONWARD Medical N.V. \(onwd.com\)](http://onwd.com)). By using this form of proxy, you will grant your proxy and voting instructions to each civil law notary and candidate civil law notary working with NautaDutilh N.V., unless you explicitly specify a different proxy holder.

Any written proxy or other materials received by the Company after the Cut-off Time may be ignored by the Company.

#### *Admission to the AGM*

The reception for admission to the AGM shall open half an hour (30 minutes) before the AGM is scheduled to start. Admission to the AGM may be refused once the AGM has started. Attendees may be required to present a valid means of identification. Holders of a written proxy granted to them must also hand over a copy of such proxy. Persons who have not complied with the procedural requirements described in this convening notice may be refused admission to the AGM.

As at 1 April 2026, (i) the Company's issued share capital consisted of 56,008,526 ordinary shares and the same number of voting rights could be exercised in the Company's general meeting of shareholders.

## EXPLANATORY NOTES TO THE AGENDA

### 2. Discussion of the annual report over the financial year 2025 (*discussion item*)

The Company's annual report over the financial year 2025 has been made available on the Company's website ([Financial Information - ONWARD Medical N.V. \(onwd.com\)](https://onwd.com)) and at the Company's office address.

### 3. Adoption of the annual accounts over the financial year 2025 (*voting item*)

The Company's annual accounts over the financial year 2025 have been made available on the Company's website ([Financial Information - ONWARD Medical N.V. \(onwd.com\)](https://onwd.com)) and at the Company's office address. It is proposed that these annual accounts be adopted.

### 4. Implementation of the compensation policy over the financial year 2025 (*advisory non-binding voting item*)

In accordance with article 2:135b of the Dutch Civil Code, the implementation of the Company's compensation policy in 2025 has been disclosed in the remuneration report as part of the Company's annual report over the 2025 financial year (section Remuneration Report) and such remuneration report will be discussed and put to an advisory non-binding vote.

### 5. Explanation of the dividend and reservation policy (*discussion item*)

The Company has formulated a dividend and reservation policy consistent with its current strategy. The Company has never paid or declared any cash dividends in the past and does not anticipate paying any cash dividends in the foreseeable future. The Company intends to retain all available funds and any future earnings to fund the further development and expansion of the Company's business. As a consequence, there can be no assurance as to whether dividends or similar payments will be paid out in the future nor, if they are paid, as to their amount.

The ability and intention of the Company to declare and pay dividends in the future: (i) will mainly depend on its financial position, results of operations, capital requirements, investment prospects, the existence of distributable reserves and available liquidity and such other factors as the board of directors (the "**Board**") may deem relevant; and (ii) are subject to factors that are beyond the Company's control.

### 6. Release of the directors from liability for the exercise of their duties during the financial year 2025 (*voting item*)

It is proposed that the Company's executive directors and non-executive directors be released from liability for the exercise of their duties during the financial year 2025. The scope of this release from liability extends to the exercise of their respective duties insofar as these are reflected in the Company's annual report or annual accounts over the financial year 2025 or in other public disclosures.

**7. Instruction of EY Accountants B.V. as the Company's external auditor for the financial year 2026 (voting item)**

It is proposed that EY Accountants B.V. be appointed and instructed to audit the Company's annual report and annual accounts for the financial year 2026, and, if applicable and to the extent necessary, the Company's sustainability reporting. This proposal is based on the Board's approval of the terms of engagement proposed by EY Accountants B.V. for these services, including the scope of the audit, the materiality to be used and compensation for the audit. The main conclusion for the (re-)appointment is that, because of the importance of continuity of the audit activities, it is desirable to extend the current engagement of the Company's external auditor.

**8. Re-appointment of Kristina Maria Dziekan as non-executive director (voting item)**

The Board has made a binding nomination to re-appoint Kristina Maria Dziekan as non-executive director of the Company for a period of four years, ending at the end of the annual general meeting of shareholders of the Company to be held in 2030. In preparing this proposal, the Board has taken into account the Company's fair opportunity considerations with respect to relevant professional experience, cultural and geographic background, and other attributes that support effective governance and alignment with the Company's strategic objectives.

Ms. Dziekan joined the Company in 2022 as a non-executive director. She currently serves as Head of Global Access, Value and Economics, Europe at Intuitive Surgical. Prior to that, she acted as an Independent Advisor to medical technology and digital health companies, and previously served as Head of Market Access, Government Affairs and Tendering for Alcon's Surgical Division in Europe. Earlier in her career, she served as Senior Global Reimbursement and Health Economics Director for Medtronic Neuromodulation and as Health Outcomes Manager for GlaxoSmithKline in the United Kingdom and parts of Asia.

Ms. Dziekan holds an MSc in Health Policy, Planning and Financing from the London School of Economics, an MA in International Economics and European Studies from Johns Hopkins University, a BA in Philosophy, Politics and Economics from Oxford University, and a Vordiplom in Business Administration and Economics from Georg August University.

Ms. Dziekan is being nominated for re-appointment in view of her knowledge of the Company and the dedication with which she has performed her duties as a non-executive director of the Company, her financial and management experience in international business, her knowledge and experience in social and employment related matters, her understanding of corporate responsibility and her experience in disclosure and communication matters.

The Board believes that Ms. Dziekan would, if re-appointed, continue to be an invaluable addition to the composition of the Board.

**9. Appointment of Lucas Buchanan as non-executive director (voting item)**

The Board has made a binding nomination to appoint Lucas Buchanan as non-executive director of the Company for a period of four years, ending at the end of the annual general meeting of

shareholders of the Company to be held in 2030. In preparing this proposal, the Board has taken into account the Company's fair opportunity considerations with respect to relevant professional experience, cultural and geographic background, and other attributes that support effective governance and alignment with the Company's strategic objectives.

Mr. Buchanan is a temporary non-executive director of the Company since 2025. He previously served as Chief Operating Officer and Chief Financial Officer at Silk Road Medical. Mr. Buchanan also previously held roles at The Vertical Group, Impax Laboratories, Warburg Pincus, Medtronic, and Ernst & Young. He is an active investor who currently serves on the Board of Directors for several medical technology companies, including Element Science, Aerin Medical, Route 92 Medical, Procyron, CRG LP and Endologix. He holds a BA in Economics from Duke University and an MBA in Healthcare Management from The Wharton School at the University of Pennsylvania.

Mr. Buchanan is being nominated for appointment in view of his knowledge of the Company and the dedication with which he has performed his duties as a temporary non-executive director of the Company, his financial and management experience in international business, his knowledge and experience in social and employment related matters, his understanding of corporate responsibility and his experience in disclosure and communication matters.

The Board believes that Mr. Buchanan would, if appointed, be an invaluable addition to the composition of the Board.

#### **10. Appointment of Professor Tim Denison as non-executive director (*voting item*)**

The Board has made a binding nomination to appoint Professor Tim Denison as non-executive director of the Company for a period of four years, ending at the end of the annual general meeting of shareholders of the Company to be held in 2030. In preparing this proposal, the Board has taken into account the Company's fair opportunity considerations with respect to relevant professional experience, cultural and geographic background, and other attributes that support effective governance and alignment with the Company's strategic objectives.

Professor Tim Denison is a temporary non-executive director of the Company since 2025. He holds a Chair in Emerging Technologies by the Royal Academy of Engineering at the University of Oxford, where he is Professor of Engineering Science and Clinical Neurosciences. Prof. Denison was formerly Vice President of Research & Core Technology for the Restorative Therapies Group at Medtronic, where he helped oversee the design of next-generation neural interface and algorithm technologies for treatment of neurological disorders. He is a Fellow of both the American Institute of Medical and Biological Engineering and the Royal Academy of Engineering. He is also Co-Founder and Chief Engineer at Amber Therapeutics, a neurotechnology company pursuing solutions for urinary incontinence. Prof. Denison received an AB in Physics from the University of Chicago, and an MS and PhD in Electrical Engineering from MIT. He also completed an MBA as a Wallman Scholar at the University of Chicago.

Professor Tim Denison is being nominated for appointment in view of his knowledge of the Company and the dedication with which he has performed his duties as a temporary non-executive director of the Company, his financial and management experience in international

business, his knowledge and experience in social and employment related matters, his understanding of corporate responsibility and his experience in disclosure and communication matters.

The Board believes that Professor Tim Denison would, if appointed, be an invaluable addition to the composition of the Board.

**11. 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)**

The Board has been designated as the corporate body authorized to resolve upon the issuance of ordinary shares, the granting of rights to subscribe for ordinary shares and to limit or exclude pre-emptive rights in connection therewith for a period ending on 11 December 2026. This authorization is limited to 10% of the Company's issued share capital (determined as at 11 June 2025).

The Board is now seeking authorization for a period of 18 months from the date of the AGM to issue ordinary shares and grant rights to subscribe for ordinary shares up to a maximum of 10% of the Company's issued share capital and to limit or exclude pre-emptive rights in connection therewith in order to satisfy obligations under employee incentive plans and for other purposes without the expense of calling an extraordinary general meeting of shareholders, provided that the above-mentioned percentage shall be calculated by reference to the Company's issued share capital determined as at the close of business on the date of the AGM.

If this resolution proposed under this agenda item 11 is passed, this proposed authorization shall replace the existing authorization for general purposes granted by the Company's general meeting on 11 June 2025.

**12. 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 one or more potential capital raises, or for other strategic purposes (voting item)**

The Board has been designated as the corporate body authorized to resolve upon the issuance of ordinary shares, the granting of rights to subscribe for ordinary shares and to limit or exclude pre-emptive rights in connection therewith for a period ending on 11 December 2026 in connection with a potential capital raise. This authorization is limited to 50% of the Company's issued share capital (determined as at June 11, 2025).

The Board is now seeking authorization for a period of 18 months from the date of the AGM to issue ordinary shares and grant rights to subscribe for ordinary shares up to a maximum of 50% of the Company's issued share capital and to limit or exclude pre-emptive rights in connection therewith in the event that the Company wishes to raise additional capital, in one or more potential capital raises, including in public offerings or private placements (such as a private

investment in public equity (PIPE) or an accelerated bookbuild offering (ABB)), or in connection with other financing arrangements or other (strategic) transactions involving the issuance of ordinary shares or rights to subscribe for shares, with the exact size, timing and method to be determined by the Board or a committee of the Board, provided that the number of ordinary shares issued and/or the number of ordinary shares underlying rights granted shall not exceed 50% of the Company's issued share capital as at close of business on the date of the AGM currently being convened.

If this resolution proposed under this agenda item 12 is passed, this proposed authorization shall replace the existing authorization for in connection with a capital raise granted by the Company's general meeting on 11 June 2025.

**13. Authorization of the Board to acquire ordinary shares in the Company's capital (*voting item*)**

The Board has been authorised, for a period ending on 11 December 2026, to resolve for the Company to acquire fully paid-up ordinary shares in the Company's capital (or depository receipts for such ordinary shares) by any means, including through derivative products, purchases on a stock exchange, private purchases, block trades, or otherwise, for a price which is higher than nil and does not exceed 110% of the average market price of the Company's ordinary shares on the relevant stock exchange (such average market price being the average of the closing prices on each of the five consecutive trading days preceding the date the acquisition is agreed upon by the Company), up to 10% of the Company's issued share capital (determined as at 11 June 2025).

It is proposed to renew the above-mentioned authorization, effectively extending such authorization for a period ending 18 months following the date of the AGM. If the resolution proposed under this agenda item 13 is passed, the proposed authorization shall replace the existing authorization referred to in the previous paragraph.