

**MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**ONWARD MEDICAL N.V.**  
**11 JUNE 2025**

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 Wednesday, 11 June 2025 at 4:00 p.m. CEST (the "**Meeting**").

<i>1.</i>	<i>Opening</i>
<b>Chair</b>	<p>Mr. Rob ten Hoedt, the Company's chair, acted as chair of the Meeting, opened the Meeting at 4:00 p.m. CEST, welcomed the shareholders present at the Meeting and introduced the other attendees present at the Meeting, being David L. Marver, the Company's CEO, Amori Fraser, the Company's Finance Director, and several other members of the management team.</p> <p>Also present was our Dutch legal counsel, Daan Hagelstein, working with NautaDutilh N.V. and the Company's auditor Hans Lemmens, working with Ernst &amp; Young Accountants LLP. Mr. Hagelstein was asked to act as secretary of the Meeting.</p> <p>Mr. Ten Hoedt welcomed the shareholders present at the Meeting.</p>
<b>Secretary</b>	<p>Mr. Hagelstein informed the Meeting of the following legal matters:</p> <ul style="list-style-type: none"><li>- The Meeting has been convened with due observance of all applicable provisions of Dutch law and the Company's articles of association.</li><li>- 20,582,173 shares in the Company's share capital were represented at the Meeting, representing 46.1% of the Company's issued share capital.</li><li>- 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.</li><li>- The Meeting would be conducted in the English language.</li></ul>
<b>Chair</b>	<p>The chair gave the floor to Mr. Marver and Ms. Fraser.</p>
<b>Mr. Marver and Ms. Fraser</b>	<p>Mr. Marver presented the 2024 Company highlights, including, among others, a Company overview, including an update on the technology portfolio as well as an overview of the major achievements announced in 2024. Ms. Fraser then discussed the 2024 financial highlights of the Company.</p> <p>During the presentation, Mr. Marver answered questions of Mr. Dekker, regarding, among others, the Company's burn rate, turnover expectations for 2025 and 2026, developments in Europe and interplay with insurance companies in that respect, all to the satisfaction of the shareholder, after which Mr. Marver gave the floor back to the chair.</p>
<b>Chair</b>	<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. *Discussion of the annual report over the financial year 2024 (discussion item)*

**Chair** 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 2024, which is posted on the Company's website.

Since there were no questions, the chair proceeded to the next item of the agenda.

3. *Adoption of the annual accounts over the financial year 2024 (voting item)*

**Chair** The chair indicated that the next agenda item is the adoption of the Company's Dutch statutory annual accounts over the financial year 2024.

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, Hans Lemmens.

**Hans Lemmens** Mr. Lemmens made a short statement on his findings.

Mr. Lemmens answered a question of Mr. Dekker whether there were any additional remarks from Mr. Lemmens regarding the audit, to the satisfaction of the shareholder.

Thereafter, Mr. Lemmens gave the floor back to the chair.

**Chair** Since there were no further questions, the AGM voted on and passed the item.

4. *Implementation of the compensation policy over the financial year 2024 (advisory non-binding voting item)*

**Chair** The chair introduced the next agenda item, the advisory non-binding vote on the implementation of the compensation policy over the financial year 2024.

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

5. *Approval of the compensation policy for the board*

**Chair** The chair introduced the next agenda item, the approval of the compensation policy for the board.

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

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

**Chair** 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.

Since there were no questions, the chair proceeded to the next item on the agenda.

7. *Release of the directors from liability for the exercise of their duties during the financial year 2024 (voting item)*

**Chair** The chair introduced the following agenda item, the release of the directors from liability for the exercise of their duties during the financial year 2024.

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

8. *Appointment of Ernst & Young Accountants LLP for the external audit of the Company's annual accounts for the financial year 2025 (voting item)*

**Chair** The chair introduced the following agenda item, the appointment of Ernst & Young Accountants LLP over the financial year 2025.

Mr. Lemmens answered a question of Mr. Dekker on the term of Ernst & Young Accountants and mandatory rotation, to the satisfaction of the shareholder.

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

9. *Re-appointment of David Lawrence Marver as executive director (voting item)*

**Chair** The chair introduced the next agenda item, the re-appointment of Mr. David Lawrence Marver as executive director of the Company.

The chair indicated that the Company believes that Mr. Marver is highly qualified for this appointment given his knowledge of the Company and the dedication with which he has performed his duties as executive director of the Company during his previous term of office.

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

10. *Re-appointment of Ian Curtis as non-executive director (voting item)*

**Chair** The chair introduced the next agenda item, the re-appointment of Mr. Ian Curtis as non-executive director of the Company.

The chair indicated that the Company believes that Mr. Curtis is highly qualified for this appointment given his knowledge of the Company and the dedication with which he has performed his duties as non-executive director of the Company during his previous term of office.

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

11. *Appointment Rahma Samow as non-executive director (voting item)*

**Chair** The chair introduced the next agenda item, the appointment of Ms. Rahma Samow as non-executive director of the Company.

The chair indicated that the Company believes that Ms. Samow is highly qualified for this appointment given her knowledge of the Company and the dedication with which she has performed her duties as a temporary non-executive director of the Company.

At the request of Mr. Dekker, Ms. Samow elaborated on her motivation to join the Company's board.

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

12. *Appointment Robert Johannes Wilhelmus ten Hoedt as non-executive director (voting item)*

**Chair** The chair introduced the next agenda item, the appointment of Mr. Robert Johannes Wilhelmus ten Hoedt as non-executive director of the Company.

The chair indicated that the Company believes that Mr. ten Hoedt is highly qualified for this appointment given his knowledge of the Company and the dedication with which I have performed duties as a temporary non-executive director of the Company.

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

13. *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)*

**Chair** 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.

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

14. *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)*

**Chair** 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.

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

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

**Chair** 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.

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

Mr. Marver responded to a question of Mr. Dekker regarding the prudence of this agenda item, to the satisfaction of the shareholder.

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

16. and 17.

*Questions and closing*

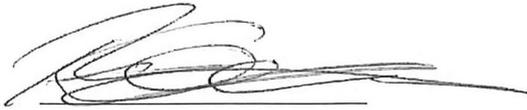
**Chair**

Certain questions were asked by Mr. Roorda on the relationship with a strategic investor, which were answered by Mr. Marver to the satisfaction of the shareholder. Mr. Dekker thereafter raised certain questions on the Company's organisation and expansion, also in relation to future activities in Europe. These questions were answered by Mr. Marver to the satisfaction of the shareholder.

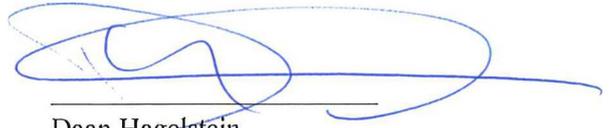
Since there were no further questions, the chair closed the Meeting at 16:38 p.m. CEST and thanked everyone for their attendance and participation.

*(signature page follows)*

*Signature page to the minutes of the annual general meeting of ONWARD Medical N.V., held on 11 June 2025*



Mr. Ten Hoedt  
Chair



Daan Hagelstein  
Secretary