

**MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**ONWARD MEDICAL N.V.**  
**10 June 2022**

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 Amsterdam, the Netherlands (the "**Company**"), held at Beursplein 5, 1012 JW Amsterdam, Mercurius-zaal, on Friday, 10 June 2022 at 10:00 a.m. CEST (the "**Meeting**").

<b>1.</b>	<i>Opening</i>
<b>Chair</b>	<p>Mr. Jan Øhrstrøm, the Company's chairman, acted as chair of the Meeting, opened the Meeting at 10:00 a.m. CEST and introduced the other attendees present at the Meeting, being Mr. David L. Marver, the Company's CEO, Mr. John de Koning, Mr. Ian Curtis and Mr. Patrick van Beneden, the Company's non-executive directors and Ms. Kristina Dziekan, who is up for election at this Meeting. Also present were Ms. Lara Smith Weber, the Company's incoming CFO, Mr. Marko Jansen, the Company's outgoing CFO, Mr. Arnoud Kuijpers (Ernst &amp; Young Accountants LLP) and Ms. Marielle van Nimwegen and Mr. Daan Hagelstein (NautaDutilh N.V.)</p> <p>Mr. Øhrstrøm welcomed the shareholders present at the Meeting.</p> <p>Ms. Van Nimwegen was asked to act as secretary of the Meeting.</p>
<b>Secretary</b>	<p>Ms. Van Nimwegen 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>- 15,854,295 shares in the Company's share capital were represented at the Meeting, representing 52.52% 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. Weber.</p>
<b>Mr. Marver and Ms. Weber</b>	<p>Mr. Marver discussed 2021 Company highlights including the 3<sup>rd</sup> FDA Breakthrough Device Designation, enrolment completion in Up-LIFT pivotal trial, completion of development of the ARC<sup>IM</sup> IPG, successful pre-IPO funding, and a successful Euronext IPO. Mr. Marver also provided a Q1 business update. During his presentation, Mr. Marver addressed questions of Mr. Dekker in relation to the Company's clinic trials and activities in Parkinson's disease and addressed questions of Mr. van der Linden relating to the Company's ARC<sup>IM</sup> IPG, all to the satisfaction of the shareholders. Ms. Smith Weber then discussed the 2021 financial highlights, after which Ms. Smith Weber gave the floor back to the chair.</p>

**Chair** 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 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 2021 (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 2021, 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 2021 (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 2021.

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. Kuijpers.

**Mr. Kuijpers** Mr. Kuijpers made a short statement on his findings and then gave the floor back to the chair.

**Chair** The chair put this agenda item up for voting and indicated that the vote has passed.

The chair thereafter introduced the Company's Chief Science Officer, Grégoire Courtine, to the shareholders, who entered the Meeting and answered questions of the shareholders on the research activities of the Company, all to the satisfaction of the shareholders.

4. *Implementation of the compensation policy over the financial year 2021 (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 2021.

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

5. *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.

6. *Release of the directors from liability for the exercise of their duties during the financial year 2021 (voting item)*

**Chairman** The chair introduced the following agenda item, the release of the directors from liability for the exercise of their duties during the financial year 2021.

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

7.	<i>Appointment of the external auditor for the financial year 2022 (voting item)</i>
<b>Chairman</b>	<p>The chair introduced the following agenda item, the appointment of the external auditor over the financial year 2022.</p> <p>Since there were no questions, the AGM voted on the item and the vote passed.</p>
8.	<i>Appointment Ms. Kristina Dziekan as non-executive director (voting item)</i>
<b>Chair</b>	<p>The chair introduced the next agenda item, the appointment of Ms. Kristina Dziekan as non-executive director of the Company. The chair indicated that the Company believes that Ms. Dziekan is highly qualified for this appointment given her long experience in the medical technology industry and her expertise in market access and reimbursement issues, including expertise specific to neuromodulation therapies.</p> <p>A shareholder asked questions on the origin of Ms. Dziekan, to which she responded to the satisfaction of the shareholder.</p> <p>Since there were no further questions, the chair put this agenda item up for voting and indicated that the vote has passed.</p>
9.a	<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>
<b>Chair</b>	<p>The chair introduced the following item on the agenda, the delegation of the authority of the board, for a period of 18 months from the date of the AGM, 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 chair put this agenda item up for voting and indicated that the vote has passed.</p>
9.b	<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 10% of the Company's issued share capital and to limit or exclude pre-emptive rights in connection therewith (voting item)</i>
<b>Chair</b>	<p>The chair introduced the next agenda item: In addition to the authorization under agenda item 9.a, the proposal of the board to further seek 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 an additional 10% of the Company's issued share capital and to limit or exclude pre-emptive rights in connection therewith to be used in connection with acquisitions, mergers, demergers and/or strategic alliances, subject to the conditions set forth in the explanatory notes to the agenda.</p> <p>Since there were no questions, the chair put this agenda item up for voting and indicated that the vote has passed.</p>

*10 Authorisation 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 authorisation 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 in the previous paragraph.

After answering a question of shareholder in relation to the likelihood of any future repurchase, the chair put this agenda item up for voting. The chair indicated that the vote has passed.

*11 and 12 Questions and closing*

**Chair** Since there were no questions, the chair closed the meeting at 10:40 a.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 10 June 2022*

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Mr. Øhrstrøm  
Chair

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Ms. Van Nimwegen  
Secretary