

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 11 June 2025 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 2024 (*discussion item*)
3. Adoption of the annual accounts over the financial year 2024 (*voting item*)
4. Implementation of the compensation policy over the financial year 2024 (*advisory non-binding voting item*)
5. Approval of the compensation policy for the board (*voting item*)
6. Explanation of the dividend and reservation policy (*discussion item*)
7. Release of the directors from liability for the exercise of their duties during the financial year 2024 (*voting item*)
8. Instruction of Ernst & Young Accountants LLP as the Company's external auditor for the financial year 2025 (*voting item*)
9. Re-appointment of David Lawrence Marver as executive director (*voting item*)
10. Re-appointment of Ian Curtis as non-executive director (*voting item*)
11. Appointment of Rahma Samow as non-executive director (*voting item*)
12. Appointment of Robert Johannes Wilhelmus ten Hoedt as non-executive director (*voting item*)
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*)
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 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*)
15. Authorization of the board to acquire ordinary shares in the Company's capital (*voting item*)
16. Questions

17. 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 14 May 2025 (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 4 June 2025 (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 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, 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).

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). 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 5 June 2025 the intermediaries must provide ABN AMRO Bank N.V. via 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://Shareholder Information - ONWARD Medical N.V. (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 30 April 2025, (i) the Company's issued share capital consisted of 44,645,402 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 2024 (*discussion item*)

The Company's annual report over the financial year 2024 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 2024 (*voting item*)

The Company's annual accounts over the financial year 2024 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 2024 (*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 2024 has been disclosed in the remuneration report as part of the Company's annual report over the 2024 financial year (section Remuneration Report) and such remuneration report will be discussed and put to an advisory non-binding vote.

5. Approval of the compensation policy for the board (*voting item*)

The Company's compensation policy for the board of directors (the "**Board**") has most recently been adopted by the Company's general meeting on 21 October 2021. This compensation policy must be submitted to the Company's general meeting for approval at least once every four years. No changes to the Company's compensation policy for the Board are currently being proposed. It is proposed that the Company's existing compensation policy for the Board be adopted by the Company's general meeting.

6. 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 may deem relevant; and (ii) are subject to factors that are beyond the Company's control.

7. Release of the directors from liability for the exercise of their duties during the financial year 2024 (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 2024. 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 2024 or in other public disclosures.

8. Instruction of Ernst & Young Accountants LLP as the Company's external auditor for the financial year 2025 (voting item)

It is proposed that Ernst & Young Accountants LLP be appointed and instructed to audit the Company's annual report and annual accounts for the financial year 2025, 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 Ernst & Young Accountants LLP 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.

9. Re-Appointment of Robert Johannes Wilhelmus ten Hoedt as non-executive director (voting item)

The Board has made a binding nomination to re-appoint David Lawrence Marver as 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 2029. The Board has considered the diversity objectives of the Company, such as nationality, age, gender, education and work background, in the preparation of this proposal.

Dave Marver joined the Company in July 2020. An accomplished chief executive and director with more than 25 years of international experience in public, private, and emerging companies, he combines expertise in medical and consumer technology, wearables, and health monitoring. Previously, Dave Marver spent almost 15 years with Medtronic in a variety of leadership positions in the US and Europe, including Vice President roles in Sales, Marketing, Strategy, and Business Development. He then joined NASDAQ-listed Cardiac Science Corporation as CEO, before co-founding two start-ups. He holds a BA in Psychology from Duke University and an MBA from University of California Los Angeles.

Mr. Marver is being nominated for re-appointment in view of his knowledge of the Company and the dedication with which he has performed his duties as an executive director of the Company during his previous term of office, 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. Marver would, if re-appointed, continue to be an invaluable addition to the composition of the Board.

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

The Board has made a binding nomination to re-appoint Ian Curtis 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 2029. The Board has considered the diversity objectives of the Company, such as nationality, age, gender, education and work background, in the preparation of this proposal.

Ian is a director of SCI Ventures, a venture capital firm that invests in companies focused on treatments for paralysis. He is a member of the board of the Christopher & Dana Reeve Foundation and the International Spinal Research Trust. Ian is also the chairman of HPC plc, a UK-based engineering company. He is a graduate of Durham University, a fellow of the Institute of Chartered Accountants in England and Wales, and a former partner with PwC. Ian is the vice-chair of the Board and chair of the Company's audit committee.

Mr. Curtis is being nominated for re-appointment in view of his knowledge of the Company and the dedication with which he has performed his duties as a non-executive director of the Company during his previous term of office, 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. Curtis would, if re-appointed, continue to be an invaluable addition to the composition of the Board.

11. Appointment of Rahma Samow Appointment of Robert Johannes *Wilhelmus ten* Hoedt as non-executive director (*voting item*)

The Board has made a binding nomination to appoint Rahma Samow 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 2029. The Board has considered the diversity objectives of the Company, such as nationality, age, gender, education and work background, in the preparation of this proposal.

Rahma Samow is a temporary non-executive director of the Company since 2024. She is currently President and CEO of ClearChoice Dental Implant Centers, a US-based provider of dental implant therapy and tooth replacement services with over 2,000 employees. Prior to ClearChoice, she served on the Executive Management Board of the Swiss-based Straumann Group. She also had a 15-year career with Siemens Healthineers, where she held various roles

in sales, marketing, and communications in their digital health business, with geographic responsibilities spanning the US, Germany, Middle East, and Africa. Ms. Samow holds a Diploma in Medical Radiology, Radiation Therapy, and Nuclear Medicine Technology from the Medical University of Bonn, Germany.

Ms. Samow is being nominated for appointment in view of her knowledge of the Company and the dedication with which she has performed her duties as a temporary 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. Samow would, if appointed, be an invaluable addition to the composition of the Board.

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

The Board has made a binding nomination to appoint Robert Johannes Wilhelmus ten Hoedt 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 2029. The Board has considered the diversity objectives of the Company, such as nationality, age, gender, education and work background, in the preparation of this proposal.

Robert Johannes Wilhelmus ten Hoedt is chairman and a temporary non-executive director of the Company since 2024. He was previously Executive Vice President & President of Global Regions at Medtronic, overseeing the Americas, EMEA, and Asia Pacific. He also served on Medtronic's Executive Committee. Rob was Chairman of the Board of MedTech Europe, the industry association for medical technology in Europe; he is the current Chairman of Medmix in Switzerland and of Coramaze in Germany, and serves on the boards of Fagron International and NLC Health. Rob holds a degree in Commercial Economy from H.E.A.O., and a Master's in Marketing from NIMA Business School in the Netherlands.

Mr. ten Hoedt 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. ten Hoedt would, if appointed, be an invaluable addition to the composition of the Board.

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*)

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 13 December 2025. This authorization is limited to 10% of the Company's issued share capital (determined as at 13 June 2024).

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 13 is passed, this proposed authorization shall replace the existing authorization for general purposes granted by the Company's general meeting on 13 June 2024.

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 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 13 December 2025 in connection with a potential capital raise. This authorization is limited to 50% of the Company's issued share capital (determined as at 13 June 2024).

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 14 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 13 June 2024.

15. 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 13 December 2025, 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 13 June 2024).

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 15. is passed, the proposed authorization shall replace the existing authorization referred to in the previous paragraph.