

# Compensation report

63	Letter to the shareholders
64	Compensation governance
66	Compensation architecture for the Executive Committee
74	Compensation of the Executive Committee for 2021
75	Compensation architecture for the Board of Directors
77	Compensation of the Board of Directors for 2021
78	Shareholdings
79	Auditor's report

Zug, February 22, 2021

Dear Shareholder,

2021 was a landmark year for the medmix team. There are many achievements for us to celebrate, but most notable is our successful listing as an independent company. With this crucial new step came the need to invest in new, improved capabilities that support our growth ambitions for the future. Underpinning this is our policy on reward and compensation.

The purpose of a compensation policy is to enable the company to attract, retain, and motivate the talent that is key to the company's performance and long-term success. To facilitate our journey towards this goal, medmix' compensation programs are being designed to reward performance that delivers sustainable growth and long-term shareholder value creation.

During the reporting period, the Board of Directors and the Remuneration Committee began the discussions related to medmix' compensation policy and programs to ensure that they are built to enhance focus on the company's strategy and shareholders' interests. We will communicate on this approach in more depth in due course.

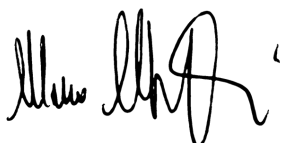
We also reviewed the composition of our Executive Committee and were pleased to announce the appointment of Itee Satpathy as the new Chief Human Resources Officer of medmix. With her broad background in the life sciences industry and experience across the HR function, Itee is well positioned to support our agenda for growth in healthcare.

At the time of our spin-off from Sulzer, we embarked on our journey with a Board of Directors composed of three directors. To better align with market practices, and following the decision of Jill Lee to not stand for re-election as board member, we will propose up to five additional Directors for a shareholder vote at the annual general meeting (AGM). With these proposed additions, we would achieve our maximum target size of seven.

In this report you will find additional information on our activities and governance mechanisms. This compensation report will be submitted for a non-binding, consultative shareholders' vote at the AGM in April 2022. Shareholders will also vote on the maximum aggregate board compensation for the term from the 2022 AGM to the 2023 AGM and on the maximum aggregate Executive Committee compensation for 2023.

As part of our commitment to effective corporate governance, we will regularly review and assess our compensation programs to ensure they remain effective. We thank you, our shareholders and your representatives, for this opportunity and for your confidence in us.

Sincerely,



Marco Musetti  
Chairman of the Remuneration Committee

# Compensation governance

## Remuneration Committee

The Articles of Association, the Organizational Regulations of the Board of Directors and the Remuneration Committee Regulations (on [medmix.swiss/Investors/Governance](https://medmix.swiss/Investors/Governance); under Downloads) define the functions of the Remuneration Committee. The Remuneration Committee supports the Board of Directors in nominating and assessing candidates for the Board of Directors and Executive Committee positions, establishing and reviewing the compensation strategy and principles, and preparing the respective proposals to the shareholders' meeting regarding the compensation of the members of the Board of Directors and of the Executive Committee.

The Remuneration Committee is responsible for the following activities and submits all proposals concerning these activities to the Board of Directors, which has the final decision authority:

- Periodic assessment of the membership structure of the Board of Directors, determination of selection principles, and identification of potential candidates for the Board of Directors
- Succession planning for the CEO and Executive Committee positions (two upper-management levels)
- Periodic assessment of the compensation policy and programs
- Determination of performance targets for the CEO and the Executive Committee positions for the purpose of the incentive plans
- Preparation of the respective proposals for the shareholders' meeting on the maximum aggregate amounts of compensation for the Board of Directors and for the Executive Committee
- Determination of the target compensation for the CEO and for the Executive Committee positions
- Preparation of the compensation report

The table below describes the levels of authority:

### Compensation Governance: Levels of authority

	CEO	Remuneration Committee	Board of Directors	Shareholders' meeting
Selection criteria and succession planning for Board of Directors		proposes	approves	
Selection criteria and succession planning for Executive Committee	proposes	reviews	approves	
Compensation policy and programs		proposes	approves	
Aggregate maximum compensation amounts for the Executive Committee and for the Board of Directors to be submitted to vote at the AGM		proposes	reviews	approves (binding vote)
Individual compensation of the members of the Board of Directors		proposes	approves	
Compensation of the CEO		proposes	approves	
Individual compensation of the members of the Executive Committee	proposes	reviews	approves	
Performance objectives and assessment of the CEO		proposes	approves	
Performance objectives and assessment of the Executive Committee	proposes	reviews	approves	
Compensation report		proposes	approves	consultative vote

The Remuneration Committee consists of a maximum of three non-executive and independent board members. The members of the Remuneration Committee are elected individually and annually by the shareholders' meeting for the period of office until the following ordinary AGM.

On September 20, 2021, Marco Musetti (Chairman), Grégoire (Greg) Poux-Guillaume and Jill Lee were elected as members of the Remuneration Committee. The Remuneration Committee meets as often as the business requires, but at least twice a year. In 2021, the Remuneration Committee held one meeting and all members were in attendance.

The Chairman of the Remuneration Committee reports to the next meeting of the full Board of Directors on the activities of the Remuneration Committee and the matters discussed. The Chairman, as far as necessary, submits the respective proposals for approval by the Board of Directors. The minutes of the Remuneration Committee meetings are available to all members of the Board of Directors. The Remuneration Committee may appoint third-party companies to provide independent advice or perform services as it deems necessary for the fulfillment of its duties.

## Shareholders' role and engagement

The company is keen to receive shareholders' feedback on the compensation policy and programs. Further, the company proposes to regularly meet with shareholders and shareholder representatives to understand their perspectives. At the AGM, shareholders would consider and approve the maximum aggregate compensation amounts for the Board of Directors and for the Executive Committee in an annual binding vote.

Further, the Articles of Association, which are also subject to shareholders' approval, regulate the principles of compensation. They include the following provisions related to compensation (the full version of the Articles of Association can be found on [medmix.swiss/Investors/Governance](https://medmix.swiss/Investors/Governance) (under Downloads)).

- Principles of compensation (article 31): Non-executive members of the Board of Directors receive fixed compensation only. Members of the Executive Committee receive fixed and variable compensation elements. The variable compensation may include short-term and long-term variable compensation components. These are governed by performance metrics that take into account the performance of the company, the group or parts of it, targets in relation to the market, other companies or comparable benchmarks and/or individual targets, as well as strategic and/or financial objectives. Compensation may be paid in the form of cash, shares, options, financial instruments or similar units, in kind, in services, or in other types of benefits.
- Shareholders' binding vote on remuneration (article 29): the Shareholders' Meeting shall approve the maximum aggregate amount of compensation for the Board of Directors for the next term of office and the maximum aggregate amount of compensation for the Executive Committee for the following financial year. The Board of Directors shall submit the annual compensation report to an advisory vote at the AGM.
- Additional amount for members of the Executive Committee hired or promoted after the vote on remuneration by the Shareholders' Meeting (article 30): to the extent that the maximum aggregate amount of compensation as approved by the Shareholders' Meeting does not suffice, up to 40% of the maximum aggregate amount of compensation approved for the Executive Committee is available, without further approval, for the compensation of the members of the Executive Committee who were appointed or promoted after the AGM.
- Loans, credit facilities, and post-employment benefits for members of the Board of Directors and of the Executive Committee (article 34): the company may not grant loans or credits to members of the Board of Directors and of the Executive Committee.

# Compensation architecture for the Executive Committee

## Compensation principles

The compensation of the Executive Committee is driven by the main principle of pay for performance. The compensation policy and programs are designed to reward performance, sustainable growth and long-term shareholder value creation, while offering competitive remuneration to be able to attract and retain highly qualified employees. The compensation system is based on the following guiding principles:

### Guiding principles

<b>Pay for performance</b>	The variable compensation is linked to the individual as well as the company performance and represents a substantial part of the overall compensation package.
<b>Link to strategy</b>	The performance indicators of the variable compensation are selected to create incentives to implement the defined strategic and operational goals of medmix.
<b>Shareholder alignment</b>	Part of the variable compensation is directly dependent on the capital market performance of the medmix share, to align the compensation of the Executive Committee with shareholder interests.
<b>Market practice</b>	The compensation for the Executive Committee is designed to offer a fair and competitive compensation package which is in line with market practice.
<b>Good corporate governance</b>	medmix is committed to the principles of good corporate governance. The compensation system is designed to comply with the Swiss Code of Best Practice for Corporate Governance.
<b>Clear structure</b>	The compensation system is structured in a clear and comprehensible manner and is transparently disclosed in the compensation report.

## Assessment of level of compensation

To ensure compensation levels that are competitive and in line with market practice, the compensation of the Board of Directors and of the Executive Committee is regularly benchmarked against that of similar roles in comparable companies every one to two years. For this purpose, the Remuneration Committee selected a peer group of international industrial and medical technology companies headquartered in Switzerland based on their revenue and number of employees. medmix is positioned between the first quartile and median of the peer group. The comparison group reflects medmix' ambitious business strategy:

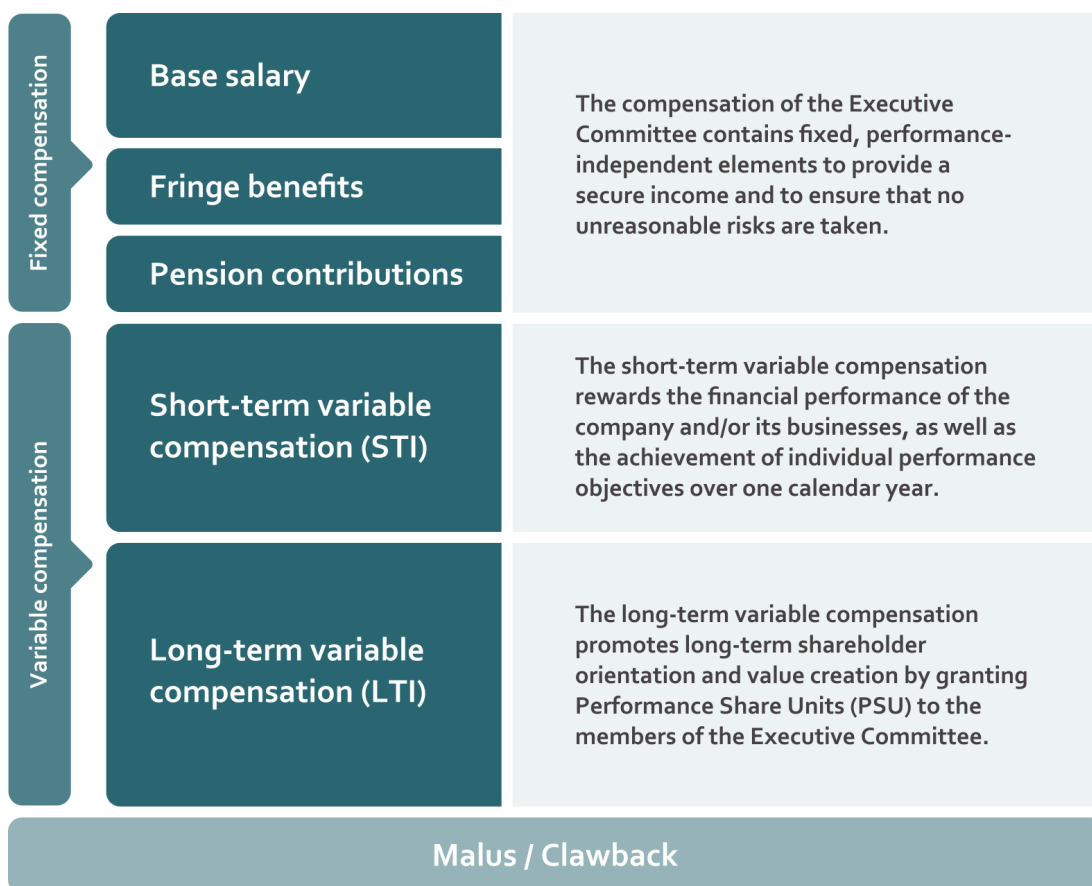
- Aevis Victoria
- Bachem
- Comet
- Galenica
- INFICON
- Landis+Gyr
- Medacta
- Medartis
- Siegfried
- Tecan
- Vifor
- Ypsomed

The intention is to pay target compensation around the median of the relevant market. Nevertheless, potential compensation increases are not granted based on benchmark results alone. The role and responsibility as well as current performance of the individual Executive Committee member is assessed at the same time. A globally consistent job-grading structure fosters internal equity.

## Compensation elements and their application for financial year 2021

The compensation of the Executive Committee comprises fixed and variable components. The fixed compensation of the members of the Executive Committee consists of a base salary, allowances payable in cash and contributions to pension schemes or similar benefits. In addition, the members of the Executive Committee are eligible for performance-based short-term variable compensation (performance bonus plan) paid in cash and long-term variable compensation (performance share plan (PSP)) paid in performance share units (PSUs). The members of the Executive Committee will participate in the medmix PSP from 2022 onwards. These variable compensation components foster a successful development of medmix in the short-term as well as in the long-term.

The following illustration shows the compensation components and provides a brief description of how these components are linked to the guiding principles:



The variable compensation of medmix is designed to create reasonable incentives for the Executive Committee, align interests of Executive Committee and shareholders, ensure pay for performance and implement the company’s strategy in the compensation of the Executive Committee.



The Executive Committee’s compensation puts a clear focus on the fulfillment of the performance targets defined within the variable compensation. In line with the pay-for-performance principle, a significant portion (~56%) of the target compensation of the CEO and of the other members of the Executive Committee consists of variable incentives based on performance. Furthermore, the compensation structure ensures sustainable long-term growth as the long-term variable compensation makes up the largest portion of the target total compensation.

## Fixed compensation

### Base salary

The base salary is determined at the discretion of the Board of Directors based on the market value of the respective position and the incumbent’s qualifications, skill set and experience and is paid out in cash. A global job-grading structure provides orientation and fosters internal equity.

### Fringe benefits

As additional fixed compensation elements, the members of the Executive Committee receive allowances such as relocation allowances, tax services or child allowances. All such allowances are paid in cash. Furthermore, they receive contributions to social security.

### Pension

Members of the Executive Committee participate in the regular employee pension fund applicable to all employees in Switzerland. The retirement plan consists of a basic plan that covers annual earnings up to CHF 149'125 per year and a supplementary plan in which income over this limit, up to the ceiling set by law, is insured (including variable cash remuneration). The contributions are age related and are shared between the employer and the employee.

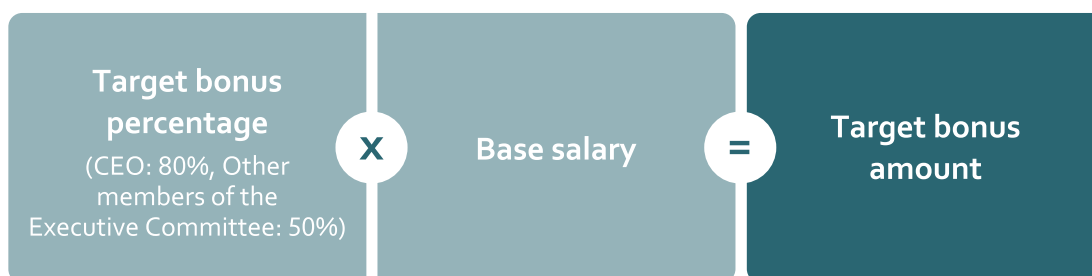
## Variable compensation

### Short-term variable compensation

#### General functionality

As short-term variable compensation, Executive Committee members are granted the performance bonus plan under which they receive an annual, variable, and performance-related compensation.

Under the performance bonus plan, the members of the Executive Committee receive an annual target bonus amount which is expressed as a percentage of the annual base salary (CEO: 80% of base salary; other members of the Executive Committee: 50% of base salary).



The performance period of the performance bonus plan is one financial year. The final payout amount depends on the performance assessed against the predefined performance objectives during the respective performance period. The performance bonus plan comprises financial objectives with a weighting of 70% as well as individual objectives with a weighting of 30%. The relevant performance objectives and their respective weighting are defined at the beginning of the year in the course of the annual target setting. The selected performance objectives are thereby clearly aligned with the corporate strategy of medmix and support the short-term success of the company. They reflect the areas of focus for medmix and relate to key value drivers by underpinning the financial performance of the medmix group. The target achievement of the financial and individual objectives depends on the performance during the financial year and can range between 0% and 200% for each objective. The achievement is assessed against each of the predefined objective after year-end and directly impacts the payout.

The final payout amount is determined by multiplying bonus relevant annual salary and target bonus amount with the overall target achievement, which is calculated based on the target achievement in the performance objectives taking into account their respective weighting.



The financial and individual achievements of the members of the Executive Committee are subject to review and approval by the Remuneration Committee and the Board of Directors, respectively.



## Relevant objectives

For the CEO and the other members of the Executive Committee, the payout amount of the Performance Bonus Plan depends on the appraisal of performance against a maximum of six financial objectives and six individual objectives. The objectives for the financial year 2021 as well as their respective weighting are described in the table below:

### Performance bonus plan objectives

Category	Category weighting	Objective	Rationale	Objective weighting
Financial objectives	70%	Total revenue	Measure of growth (top line)	25%
		Total operational profitability %	Measure of profitability (bottom line)	25%
		Total operational operating net cash flow (opONCF) %	Measure of cash generated by the revenues	20%
		Cost-effectiveness	Objectives linked to cost reduction or optimization	15%
		Growth initiatives	Include initiatives that support the growth of medmix, such as M&A projects, breaking into new markets or new accounts	5%
Individual objectives	30%	Faster and better	Initiatives focused on the profitability of medmix, with objectives linked to speed ("faster") and quality ("better")	5%
		Environment, Social, Governance (ESG)	Objectives linked to improvements in the areas of environment, employee engagement and local communities, corporate governance	5%
		<b>Total target achievement</b>		<b>100%</b>

The selected performance objectives are clearly aligned with the corporate strategy of medmix and support the short-term success of the company. They reflect the area of focus for medmix and relate to key value drivers by underpinning the financial performance of the medmix group.

The objectives are set within the annual target-setting process. For each financial objective, the following parameters are set up front:

- An expected level of performance ("target"), the achievement of which leads to a target achievement (on the respective performance metric) of 100%.
- A minimum level of performance ("threshold") below which the respective target achievement is zero.
- A maximum level of performance ("cap") above which the respective target achievement is capped at 200%. With respect to the financial objectives, a performance of 200% of the target figure is required to achieve a target achievement of 200%.

Between threshold and target, as well as between target and cap, the target achievement is interpolated linearly.

As part of the assessment of their individual performance, each Executive Committee member is given objectives for their respective area of responsibility and an additional objective related to supporting sustainability through environment, social, governance (ESG) efforts. The ESG objective includes

improvements in health and safety, emissions, water and energy efficiency or initiatives and actions taken to increase employee and community engagement or efforts in R&D for more efficient or sustainable products. The CEO reviews the individual performance based on the personal objectives of each Executive Committee member which in turn is reviewed by the Remuneration Committee. The CEO's individual performance is assessed by the Remuneration Committee.

medmix strives for transparency in relation to pay for performance. However, further disclosure of financial and individual objectives may create a competitive disadvantage to the company, because it renders sensitive insights into medmix' strategy. To ensure transparency while avoiding competitive risk, medmix provides a general performance assessment for each financial objective as well as the aggregated individual performance at the end of the performance cycle.

### Payout from the performance bonus plan 2021

The final payout amount of the Performance Bonus 2021 is based on the total target achievement and the target bonus amount. The total target achievement is calculated by taking the sum of the target achievement of the financial objectives and the individual objectives multiplied with their respective weighting. Given the spin-off of medmix during the financial year 2021, the target bonus amounts of the members of the Executive Committee are calculated *pro rata temporis* as of September 20, 2021. The payout from the Performance Bonus Plan 2021 can be summarized as follows:

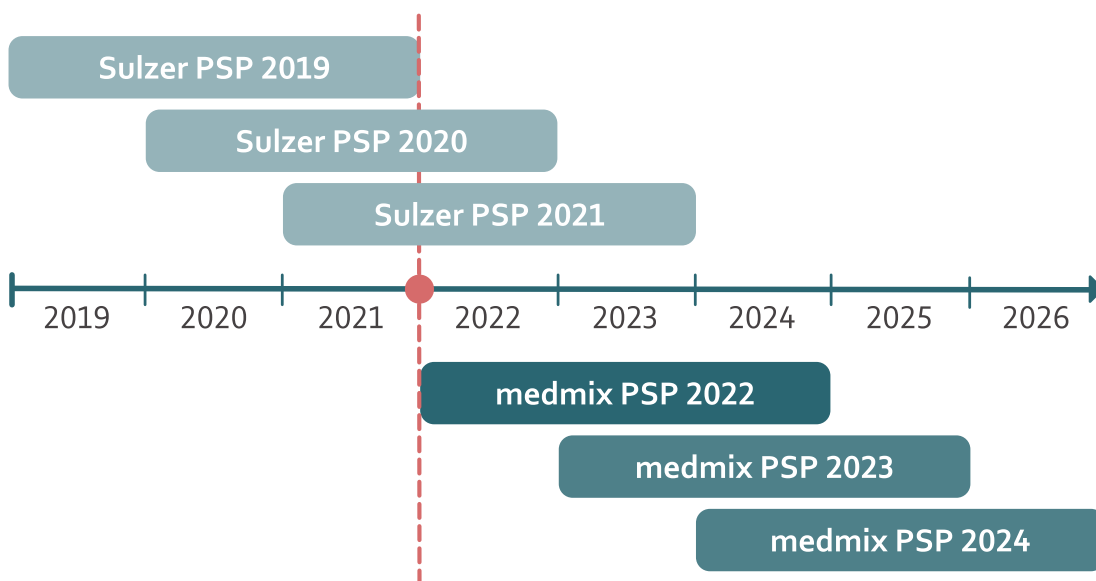
### Performance bonus plan 2021: Summary

	Target bonus amount	Prorated target bonus amount	Target achievement			Payout amount
thousands of CHF			Financial objectives (weighting 70%)	Individual objectives (weighting 30%)	Total	
Girts Cimermans, CEO	440	124	144.2%	100%	131%	163
Other members of the Executive Committee	360	70	144.2%	100%	131%	92

### Long-term variable compensation

#### Applicable performance share plans

Due to the timing of the spin-off of medmix from Sulzer in autumn 2021, the members of the Executive Committee remain participants with the Sulzer PSP tranches between 2019 and 2021. Therefore, until the end of 2023, these allocations granted in the past under the Sulzer PSP will become due. From 2022 onwards, the members of the Executive Committee will participate in the medmix PSP. The following graphic depicts the tranches that are currently running as well as three exemplary future tranches for the medmix PSP:



**General functionality of the medmix performance share plan starting in 2022**

Members of the Executive Committee and other selected employees of medmix are eligible to participate in a long-term variable compensation component, called a performance share plan (PSP). Given the spin-off of medmix from Sulzer in financial year 2021, the first regular grant of the medmix PSP will occur in financial year 2022. The PSP consists of rolling annual plans, which allows the Board of Directors to review and adjust the terms and targets on an annual basis.

The PSP incentivizes long-term shareholder orientation and value creation and aligns the interests of the participants with those of the shareholders by delivering a substantial portion of the compensation as company equity. This underlines the focus of medmix on pay for performance and sustainable growth, with a long-term perspective and additional retention effect on employees.

Under the PSP, members of the Executive Committee are eligible to be granted PSUs. PSUs are contingent rights to receive a variable number of shares at the end of a three-year vesting period. The number of PSUs to be granted to each participant shall depend on the participant’s position and impact on the business and shall be determined by the Board of Directors in its sole discretion (subject to shareholders’ approval). The number of PSUs granted is calculated by dividing the individual grant value by the three-month volume-weighted average share price before the grant date.

On the vesting date, the number of vested PSUs is dependent on three performance indicators related to the price of medmix’ shares, revenue growth and profitability. The overall target achievement for these three performance indicators can range between 0% and 250%. The final number of vested PSUs is calculated by multiplying the overall target achievement with the number of vested PSUs. For each vested PSU, a medmix share will be delivered to the member of the Executive Committee.

Details on the performance indicators and the respective target achievement curves will be given in the compensation report 2022 with the first grant of the medmix PSP.

**Handling of outstanding Sulzer PSP tranches**

At the time of the spin-off of medmix from Sulzer in autumn 2021, the members of the Executive Committee were participants in the Sulzer PSP tranche 2019 to 2021. As part of this, they had previously been granted a

number of Sulzer PSUs. Given the spin-off, the number of granted PSUs remaining were pro-rated on the basis of the portion of the total performance period during which the company was a part of the Sulzer group. This prorated number of PSUs will continue to vest on the normal vesting dates (i.e., no acceleration), thus also be subject to ongoing performance measurement throughout the entire original performance period. The portion of PSUs forfeit as a result of the prorating will be taken into consideration for the determination of the grant amounts in the next grant to the affected members of the Executive Committee under the new PSP of medmix starting 2022. This spin-off correction grant will be made at one time together with the regular grant cycle expected to be in April 2022.

On the vesting date of the Sulzer PSP 2021, the number of vested PSUs is calculated by multiplying the initial number of PSUs granted by the weighted average of the target achievements of each performance condition. For each vested PSU, a Sulzer share will be delivered to the participant. The number of shares to be issued for each PSU can be between 0% and 250% of the number of PSUs granted, depending on the three additively linked performance indicators: operational profit growth (weighting 25%), operational ROCEA (weighting 25%) and relative total shareholder return (relative TSR; weighting 50%). In addition, the number of vested PSUs is subject to an absolute value cap representing, in each case, 2.5 times the original grant value.

In financial year 2021, the Sulzer PSP tranche 2019 vested. For this tranche, the objectives described above also apply. The Sulzer PSP tranche 2019 resulted in a total payout factor of 185%.

For more details on the Sulzer PSP, please see the [Sulzer annual report](#).

## Contractual arrangements

### Service contracts

The employment contracts of the Executive Committee are of undetermined duration and have a maximum notice period of 12 months. Members of the Executive Committee are not entitled to any impermissible severance or change of control payments. The employment contracts of the Executive Committee may include non-compete agreements with a time limit of one year and with a maximum total compensation of one annual target compensation.

### Malus and clawback

The Board of Directors may determine that long-term variable compensation is forfeited in full or in part (malus) or that a vested award will be recovered in full or in part (clawback) in situations of material misstatement of the financial results, an error in assessing a performance condition or in the information or assumptions on which the award was granted or vested, serious reputational damage to the company, gross negligence, or willful misconduct on the part of the participant.

# Compensation of the Executive Committee for 2021

Note: Mandatory compensation disclosure took effect as per the first day of trading of medmix shares on September 30, 2021. For maximum transparency, medmix opted to disclose compensation paid as of the spin-off date of September 20, 2021.

In 2021, the Executive Committee received a total compensation of kCHF 739, all of which was in cash; kCHF 144 was in pension and social security contributions, and kCHF 6 was in other payments.

The following table discloses the actual compensation paid to the members of the Executive Committee for financial year 2021 while performing services for medmix.

	2021						
	Cash compensation					Deferred compensation based on future performance	
thousands of CHF	Base salary	Bonus <sup>2)</sup>	Other <sup>3)</sup>	Pension and social security contributions <sup>4)</sup>	Total cash-based compensation	Estimated value of share-based grant under the Performance Share Plan (PSP) <sup>5)</sup>	Total (incl. conditional share-based grant)
thereof highest single compensation G. Cimmermans, CEO	154	163	5	73	395	0	395
<b>Total Executive Committee <sup>1)</sup></b>	<b>335</b>	<b>254</b>	<b>6</b>	<b>144</b>	<b>739</b>	<b>0</b>	<b>739</b>

1) The total Executive Committee compensation for 2021 includes the compensation of Girts Cimmermans, CEO since September 20, 2021; Jennifer Dean, CFO since September 20, 2021; Friedrich von Gadow, Chief Human Resources Officer between September 20, 2021 and November 30, 2021; Itee Satpathy, Chief Human Resources Officer since December 01, 2021.

2) Expected bonus for the performance years 2021, to be paid out in the following year (accrual principle).

3) Other consists of child and insurance allowances.

4) Includes the employer contribution to social security.

5) First regular medmix grant to take place in 2022 only.

The total compensation of kCHF 739 awarded to the members of the Executive Committee for the financial year 2021 is within the maximum aggregate compensation amount of kCHF 750 that was approved by the shareholders at the 2021 EGM for the period commencing on September 20, 2021 and ending on December 31, 2021.

No severance payments to members of the Executive Committee were made during the reporting year.

As of December 31, 2021, there were no outstanding loans or credits granted to the members of the Executive Committee or former members of the Executive Committee.

In 2021, no compensation was granted to former members of the Executive Committee or related parties.

# Compensation architecture for the Board of Directors

The compensation of the Board of Directors is fixed and does not contain any performance-based variable component. This ensures that the Board of Directors is truly independent in fulfilling its supervisory duties towards the Executive Committee.

The compensation of the Board of Directors is governed by a compensation regulation, is reviewed by the Remuneration Committee annually and, if necessary, adjusted by a decision of the full Board of Directors based on a proposal by the Remuneration Committee.

The compensation of the Board of Directors consists of a fixed cash component and a restricted share unit (RSU) component with a fixed grant value. The fixed grant value equals 50% of the Board fees (total amount, including the basic fees as well as any additional fees but excluding any lump-sum expenses) while the other 50% are paid out in cash. Each RSU represents a right to receive a medmix share free of charge after a certain period, as further detailed below. Further, members of the Board of Directors are entitled to a lump sum to cover business expenses. In addition to the lump sum amounts, members of the Board of Directors living abroad will be reimbursed any expenses incurred in connection with the travel for the attendance of Board meetings in Switzerland.

The ongoing compensation structure and amounts for the members of the Board of Directors are described in the table below:

## Compensation structure of the Board of Directors <sup>1)</sup>

thousands of CHF	Cash component	Grant value of restricted share units	Lump-sum expenses
Base fee for Board chairmanship <sup>2)</sup>	150	150	10
Base fee for Board membership	60	60	5
<b>Additional committee fees:</b>			
Committee chairmanship	12.5	12.5	
Committee membership	5	5	

1) Compensation for the period of service (from AGM to AGM).

2) The Chairman of the Board of Directors does not receive additional remuneration for committee activities.

The RSU component strengthens the long-term alignment of the interests of the Board of Directors with those of the shareholders. To reinforce the focus of the Board of Directors on the long-term strategy and to strengthen its independence from the Executive Committee, the compensation of the Board of Directors contains no performance-related elements and members of the Board of Directors are not entitled to pension benefits.

The amount of compensation for the Chairman and for the other members of the Board of Directors is determined based on the relevant compensation benchmarks. The compensation reflects the responsibility and complexity of their respective function, the professional and personal requirements placed on them, and the expected time required to fulfill their duties.

The members of the Board of Directors are remunerated for their service during their term of office (from one AGM to the next AGM). The cash remuneration is paid in quarterly installments for the members of the Board of Directors; the expense lump sum is paid out typically in December and the RSUs are granted once a year.

The number of RSUs is determined by dividing the fixed grant value by the volume-weighted average share price of the last three weeks prior to the grant date ("grant reference price"). If the initial public offering of shares is less than three weeks before the grant date, the grant reference price shall be the volume-weighted average price of a share from the share's first trading day to and including the last trading day immediately prior to the grant date.

One-third of the RSUs each vest after the first, second and third anniversaries of the grant date respectively.

The following table summarizes the awarded RSUs as well as the corresponding grant reference price and the corresponding vesting schedule of the awarded RSUs:

### RSUs for the Board of Directors

	Grant value	Grant reference price	Number of awarded RSUs	Vested RSUs		
				2022	2023	2024
Greg Poux-Guillaume, Chairman	79'316	43.9167	1'809			
Jill Lee	40'980	43.9167	936			
Marco Musetti	40'980	43.9167	936	1/3	1/3	1/3
<b>Board of Directors total</b>	<b>161'276</b>		<b>3'681</b>			



# Compensation of the Board of Directors for 2021

Note: Mandatory compensation disclosure took effect as per the first day of trading of medmix shares on September 30, 2021. For maximum transparency, medmix opted to disclose compensation paid as of the spin-off date of September 20, 2021.

The following table discloses the compensation paid to the members of the Board of Directors for financial year 2021 while performing services for medmix:

thousands of CHF	Cash fees	Restricted share unit (RSU) plan <sup>2)</sup>	Social security contributions <sup>3)</sup>	Total
Greg Poux-Guillaume, Chairman	42	79	12	133
Jill Lee	22	41	6	69
Marco Musetti	22	41	4	67
<b>Board of Directors <sup>1)</sup></b>	<b>86</b>	<b>161</b>	<b>22</b>	<b>269</b>

1) Member of the Board of Directors since September 20, 2021.

2) RSU awards granted in 2021 had a fair value of CHF 43.9167 at grant date. The amount represents the full fair value of grants made in 2021.

3) The amount includes mandatory social security contributions on the cash fees and estimated contributions on the RSU (based on their fair value at grant) paid by the company on behalf of the Board members.

As of December 31, 2021, there were no outstanding loans or credits granted to the members of the Board of Directors, former members of the Board of Directors or related parties. In 2021, no compensation was granted to former members of the Board of Directors or related parties.

## Reconciliation between the reported board compensation and the amount approved by the shareholders at EGM

At the EGM 2021, shareholders approved a maximum aggregate compensation amount of kCHF450 for the Board of Directors for the period of office from the 2021 EGM until the 2022 AGM. The table below shows the reconciliation between the compensation that was/will be paid out for the periods of office and the maximum aggregate compensation amounts approved by the shareholders.

thousands of CHF	Compensation earned during financial year as reported from the EGM of Sulzer till the end of year (A)	Plus compensation accrued from Jan to AGM of medmix of year following financial year (B)	Total compensation earned for the period from EGM of Sulzer to AGM of medmix (A+B)	Amount approved by shareholders at respective EGM	Ratio between compensation earned for the period from EGM to AGM versus amount approved by shareholders
	2021 EGM - September 20, 2021 to December 31, 2021	January 01, 2022 to 2022 AGM	2021 EGM to 2022 AGM	2021 EGM	2022 AGM
<b>Board of Directors total</b>	<b>269</b>	<b>83</b>	<b>352</b>	<b>450</b>	<b>78.20%</b>

# Shareholdings

## Shareholdings of members of Executive Committee

As of the end of financial year 2021, the members of the Executive Committee held the following shares in the company:

### Share units under vesting in equity plans

Shareholdings at December 31, 2021	medmix shares	Performance share units (PSU) 2021	Total share awards and shares
Girts Cimermans	2'222	0	2'222
Jennifer Dean	1'976	0	1'976
Itee Satpathy	0	0	0

## Shareholdings of Board of Directors

As of the end of 2021, the members of the Board of Directors held the following shares in the company:

Shareholdings at December 31, 2021	medmix shares	Restricted share units (RSU)	Total share awards and shares
Greg Poux-Guillaume	43'000	1'809	44'809
Jill Lee	5'084	936	6'020
Marco Musetti	11'745	936	12'681



# Report of the Statutory Auditor

To the General Meeting of medmix Ltd, Zug

We have audited the accompanying remuneration report of medmix Ltd for the year ended December 31, 2021. The audit was limited to the information according to articles 14–16 of the Ordinance against Excessive compensation in Stock Exchange Listed Companies (Ordinance) contained in the sections “Compensation of the Executive Committee for 2021” and “Compensation of the Board of Directors for 2021” of the compensation report.

## Responsibility of the Board of Directors

The Board of Directors is responsible for the preparation and overall fair presentation of the remuneration report in accordance with Swiss law and the Ordinance against Excessive compensation in Stock Exchange Listed Companies (Ordinance). The Board of Directors is also responsible for designing the remuneration system and defining individual remuneration packages.

## Auditor's Responsibility

Our responsibility is to express an opinion on the accompanying remuneration report. We conducted our audit in accordance with Swiss Auditing Standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report complies with Swiss law and articles 14–16 of the Ordinance.

An audit involves performing procedures to obtain audit evidence on the disclosures made in the remuneration report with regard to compensation, loans and credits in accordance with articles 14–16 of the Ordinance. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements in the remuneration report, whether due to fraud or error. This audit also includes evaluating the reasonableness of the methods applied to value components of remuneration, as well as assessing the overall presentation of the remuneration report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Opinion

In our opinion, the remuneration report for the year ended December 31, 2021 of medmix Ltd complies with Swiss law and articles 14–16 of the Ordinance.

KPMG AG



Rolf Hauenstein  
Licensed Audit Expert  
Auditor in Charge



Simon Niklaus  
Licensed Audit Expert

Zurich, February 21, 2022

KPMG AG, Badenerstrasse 172, CH-8036 Zurich

© KPMG AG, a Swiss corporation, is a subsidiary of KPMG Holding AG, which is a member of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee. All rights reserved.