

Notice of Annual General Meeting of Implantica AG

The depository receipt holders of Implantica AG, reg. no. FL-0002.629.889-3, are hereby invited to attend the annual general meeting to be held on Thursday, May 15, 2025, at 14:00 at Hotel Kommod, Industriering 14, 9491 Ruggell, Liechtenstein.

Right to participate and notice

Anyone wishing to attend the annual general meeting must:

- be entered as depository receipt holder in the Swedish Depository Receipt (“SDR”) register kept by the Swedish central securities depository Euroclear Sweden on Wednesday, April 30, 2025, and
- notify the company of their intention to attend no later than May 7, 2025, by email to investorrelations@implantica.com or by post to Implantica AG, Annual General Meeting, Aeulestrasse 45, 9490 Vaduz, Liechtenstein

When giving notification to attend, please specify the SDR holder’s name, personal identity or company registration number, address, telephone number and the number of any representative (no more than two).

- in lieu of physical participation, votes may be cast by the SDR holder no later than Wednesday, May 7, 2025, in accordance with the instructions on the Postal Voting Form, see appendix 1, so that the voting form is received by Pareto Securities AB (the “Custodian”) no later than that day. The Custodian will forward the votes for representation to the local independent proxy, Mr. Philipp Wanger, Attorney-at-law

If SDR holders are represented by a proxy, a written and dated power of attorney signed by the SDR holder must be issued to the proxy. The power of attorney must not be older than one year, unless a longer validity term (maximum five years) has been stipulated. Anyone representing a legal entity must present a copy of the registration certificate or other document demonstrating the signatory’s authority to sign for the legal entity. In order to facilitate registration at the annual general meeting, the power of attorney as well as the registration certificate and other authorization documents should be received by the company at the above address by May 7, 2025, at the latest.

Holders of depository receipts who hold their receipts through nominees (Sw. förvaltare), such as a bank, must request a temporary registration of the voting rights in their own name in the share register kept by Euroclear Sweden (so called voting right registration) in order to be able to participate at the annual general meeting. Holders of depository receipts who want to obtain such registration must contact the nominee regarding this in advance of April 30, 2025.

Proposed agenda

1. Opening of the meeting and appointment of the Chair of the meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Appointment of one or two persons to approve the minutes
5. Determination of whether the meeting has been duly convened

6. Address by the CEO and CFO
7. Presentation of the annual report, the statutory annual financial statements, the consolidated financial statements and auditor's reports
8. Resolution and adoption of the statutory financial statements and the consolidated financial statements of Implantica AG, acknowledging the reports of the auditors
9. Resolution on the net result in accordance with the adopted balance sheet
10. Resolution on discharge of the Board of Directors, Executive Management and the Auditors
11. Resolution on approval of remuneration of the Board of Directors and Executive Management
12. Election of the Board of Directors and the Chairman and Vice-Chairman of the Board of Directors
 - a. Election of the Chairman of the Board of Directors
 - b. Election of the Vice-Chairman of the Board of Directors
 - c. Election of the members of the Board of Directors
13. Election of the Chairman and the member of the Nomination and Remuneration Committee
14. Election of the independent proxy
15. Election of the auditors
16. Resolution on amendment of Article 4a para. 1 of the Articles of Association
17. Resolution on amendment of Article 4 para. 5 of the Articles of Association
18. Closing of the meeting

Resolution proposals and Elections

The following agenda items are scheduled for the Annual General Meeting ("AGM"):

8. Resolution and adoption of the statutory financial statements and the consolidated financial statements of Implantica AG

Proposal of the Board of Directors:

Approval of the annual report 2024 consisting of the statutory financial statements and the consolidated financial statements of Implantica AG, acknowledging the reports of the auditors.

9. Resolution on the net result in accordance with the adopted balance sheet

Proposal of the Board of Directors:

Carry forward of the net loss for the financial year 2024 in accordance with the adopted balance sheet and to no payment of dividend.

10. Resolution on discharge of the Board of Directors, Executive Management and the Auditors

Proposal of the Board of Directors:

- a. Granting of discharge to the members of the Board of Directors for financial year 2024.
- b. Granting of discharge to the members of the Executive Management for financial year 2024.
- c. Granting of discharge to the Auditor for financial year 2024.

11. Resolution on approval of remuneration of the Board of Directors and Executive Management

Proposal of the Board of Directors:

- a. Approve the total remuneration of the Board of Directors of TEUR 106 for financial year 2024. The total remuneration includes fixed compensation, pension contributions and a long-term share-based incentive plan.
- b. Approve the total remuneration of the Executive Management of TEUR 821 for financial year 2024. The total remuneration includes fixed compensation, pension contributions and a long-term share-based incentive plan. Executive Management is made up of the Chief Executive Officer, the Chief Financial Officer, the Chief Strategy Officer and the Chief Corporate Affairs Officer.

12. Election of the Board of Directors and the Chairman and Vice-Chairman of the Board of Directors

The Board of Directors of the company currently consists of four ordinary members. It is proposed to re-elect all current board members for the period until the end of the next annual general meeting including the re-election of Liselott Kilaas as Chairman and Johan Bojs as Vice-Chairman.

Proposal of the Board of Directors:

- a. Re-election of Liselott Kilaas as member and Chairman of the Board of Directors for a term of office until completion of the next Annual General Meeting of shareholders.
- b. Re-election of Johan Bojs as member and Vice-Chairman of the Board of Directors for a term of office until completion of the next Annual General Meeting of shareholders.
- c. Re-election of Tomas Puusepp as member of the Board of Directors for a term of office until completion of the next Annual General Meeting of shareholders.
- d. Re-election of Stephan Siegenthaler as member of the Board of Directors for a term of office until completion of the next Annual General Meeting of shareholders.

13. Election of members and Chairman of the Nomination and Remuneration Committee

Proposal of the Board of Directors:

- a. Re-election of Johan Bojs as Chairman of the Nomination and Remuneration Committee for a term of office until completion of the next Annual General Meeting of shareholders.
- b. Election of Tomas Puusepp as member of the Nomination and Remuneration Committee for a term of office until completion of the next Annual General Meeting of shareholders.

14. Election of the independent proxy

Proposal of the Board of Directors:

Re-election of Philipp Wanger, Attorney-at-law, Neugasse 17, 9490 Vaduz, Liechtenstein as independent proxy until the next annual general meeting of shareholders.

15. Election of the auditors

Proposal of the Board of Directors:

Re-election of KPMG (Liechtenstein) AG, Aeulestrasse 2, 9490 Vaduz, Liechtenstein as auditor for the financial year 2025.

16. Resolution on amendment of Article 4a para. 1 of the Articles of Association

Resolve on an authorization for the board of directors to, with or without deviation from the shareholders' preferential rights, resolve on new share issues. The objective of the authorization is to provide the board of directors with flexibility in its work to ensure that the company can procure capital for the financing of the operations in an appropriate manner, to enable business or company acquisitions and to enable a broadening of the company's shareholder base.

Proposal of the Board of Directors:

Art. 4a para. 1: The Board of Directors is authorized to increase the share capital, at any time until May 14, 2030, by a maximum amount of CHF 69'461'536 by issuing a maximum of 34'730'768 fully paid up registered ordinary shares (Class A) with a par value of CHF 2 each. An increase of the share capital in partial amounts shall be permissible.

Art. 4a Abschnitt 1: Der Verwaltungsrat ist ermächtigt, jederzeit bis zum 14. Mai 2030 das Aktienkapital im Maximalbetrag von CHF 69'461'536 durch Ausgabe von höchstens 34'730'768 voll zu liberierenden auf den Namen lautende Aktien (Class A) mit einem Nennwert von je CHF 2 zu erhöhen. Erhöhungen in Teilbeträgen sind gestattet.

17. Resolution on amendment of Article 4 para. 5 of the Articles of Association

Resolve on an authorization for the board of directors to, with or without deviation from the shareholders' preferential rights, resolve on new share issues for the exercise of contingent capital comprising conversion rights or options in relation with convertible debt instruments. The objective of the authorization is to provide the board of directors with flexibility in its work to ensure that the company can procure capital for the financing of the operations in an appropriate manner, to enable business or company acquisitions and to enable a broadening of the company's shareholder base. Furthermore, to resolve on adding the sentence, "An increase of the share capital in partial amounts shall be permissible," to this Article 4 para. 5.

Proposal of the Board of Directors:

Art. 4 para. 5: The share capital may be increased by a maximum of CHF 69'461'536 through the issuance of a maximum of 34'730'768 fully paid up registered ordinary shares (Class A) with a par value of CHF 2 each by means of the exercise of conversion rights or options in relation with convertible debt instruments, loans and similar forms of financing of the Company or of a subsidiary company. The conditions for the granting of the option rights and conversion rights shall be determined by the Board of Directors. The Board of Directors is authorized to restrict or exclude shareholders' advance subscription rights if the convertible debt instruments, loans and similar forms of financing are used, (i) in connection with the financing and refinancing of the business of the Company or its subsidiaries or (ii) in connection with the financing and refinancing of the takeover of companies, parts of companies, interests or co-operations or strategic partnerships. To the extent shareholders' advance subscription rights are excluded, the exercise period for conversion and option rights granted shall not exceed 5 years and the conversion or exercise price for the new shares to be issued shall at least correspond to the market conditions at the time of the issue of the relevant debt or loan instrument. An increase of the share capital in partial amounts shall be permissible.

Art. 4 Abschnitt 5: Das Aktienkapital kann sich durch Ausgabe von maximal 34'730'768 voll zu liberierenden Namenaktien (Class A) im Nennwert von je CHF 2 um maximal CHF 69'461'536 erhöhen, infolge der Ausübung von Wandel- oder Optionsrechte, welche in Zusammenhang mit Wandelschuldinstrumenten, Wandeldarlehen und ähnlichen Finanzierungsformen der Gesellschaft oder einer ihrer Tochtergesellschaften eingeräumt worden sind. Die Ausgabebedingungen für die Options- und Wandelrechte werden durch den Verwaltungsrat festgelegt. Der Verwaltungsrat ist ermächtigt, das Vorwegzeichnungsrecht der Aktionäre aufzuheben oder einzuschränken, sofern die Wandelschuldinstrumente, Wandeldarlehen und ähnliche Finanzierungsformen (i) im Zusammenhang mit der Finanzierung und Refinanzierung der Gesellschaft oder ihrer Tochtergesellschaften, oder (ii) im Zusammenhang mit der Finanzierung und Refinanzierung der Übernahme von Unternehmen, Unternehmensteilen, Beteiligungen oder Kooperationen und strategischen Partnerschaften verwendet werden. Soweit

das Vorwegzeichnungsrecht ausgeschlossen ist, ist die Ausübungsfrist auf höchstens fünf Jahre und der Ausgabepreis für die neuen Aktien mindestens zu den Marktbedingungen zum Zeitpunkt der Ausgabe des Schuldinstruments bzw. Darlehens anzusetzen. Erhöhungen in Teilbeträgen sind gestattet.

Number of shares and votes in the company

Implantica AG has two classes of shares, class A and class B. The class A shares are listed on the Nasdaq First North Premier Growth Market, through Swedish Depository Receipts ("SDRs"). One SDR represents one class A share in Implantica AG. Each class A and class B share provide entitlement to one vote. The total number of class A shares in the company amounts to 58,211,537 shares with a nominal value of CHF 2.00 each (class A) and 1,125,000,000 class B shares with a nominal value of CHF 0.02 each (class B), therefore, the total number of votes in the company amounts to 1,183,211,537 votes. At the date of this notice, there are 14,321 SDRs representing treasury class A shares, which cannot be represented at the annual general meeting.

Information at the meeting

The board of directors and the CEO shall, if any SDR holder so requests and the board of directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances which may affect the assessment of the company's or subsidiaries' financial position and circumstances that may affect the company's relation to other companies within the group. SDR holders who want to submit questions in advance may do so in writing by way of e-mail at investorrelations@implantica.com.

Documents

Complete proposals and statements, including the auditor's statement, as well as accounting documents and audit report for 2024, will be available at the company's offices on Aeulestrasse 45, 9490 Vaduz, Liechtenstein and on the company's website, www.implantica.com, no later than three weeks before the general meeting.

Minutes

The minutes of the annual general meeting will be available for review from the evening of June 13, 2025, at the latest at the company's headquarters, Aeulestrasse 45, 9490 Vaduz, Liechtenstein and on the company's website www.implantica.com.

Processing of personal data

For information on how your personal data is processed, see <http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Implantica AG

The Board of Directors
April 25, 2025

For further information, please contact:

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Implantica is listed on Nasdaq First North Premier Growth Market in Stockholm.

The company's Certified Adviser is FNCA Sweden AB, info@fnca.se

The information was sent for publication, through the agency of the contact person set out above, on April 25, 2025, at 10:15 a.m. CEST.

About Implantica

Implantica is a medtech group dedicated to bringing advanced technology into the body. Implantica's lead product, RefluxStop™, is a CE-marked implant for the prevention of gastroesophageal reflux that will potentially create a paradigm shift in anti-reflux treatment as supported by successful clinical trial results. Implantica also focuses on eHealth inside the body and has developed a broad, patent protected, product pipeline based partly on two platform technologies: an eHealth platform designed to monitor a broad range of health parameters, control treatment from inside the body and communicate to the caregiver on distance and a wireless energising platform designed to power remote controlled implants wirelessly through intact skin. Implantica is listed on Nasdaq First North Premier Growth Market (ticker: IMP A SDB). Visit www.implantica.com for further information.

Newsroom

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