

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

- Filed by the Registrant
- Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12



TELA BIO, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
- Fee paid previously with preliminary materials
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11



**1 Great Valley Parkway, Suite 24
Malvern, PA 19355
2026 ANNUAL MEETING OF STOCKHOLDERS
To be Held on June 9, 2026**

April 30, 2026

Dear Stockholder:

We are pleased to invite you to attend the 2026 Annual Meeting of Stockholders of TELA Bio, Inc., or the Annual Meeting, which will be held at 10:00 a.m., Eastern Time, on Tuesday, June 9, 2026. The Annual Meeting will be held in virtual meeting format only. Stockholders will not be able to attend the Annual Meeting physically. We believe that the virtual meeting format enables stockholders to attend and participate from any location around the world at no cost, provides for cost savings to TELA Bio, Inc. and our stockholders, and reduces the environmental impact of our Annual Meeting. The Annual Meeting can be accessed via the Internet at: <https://event.accessnewswire.com/tela-2026>.

Details regarding the business to be conducted at the Annual Meeting are more fully described in the accompanying Notice of 2026 Annual Meeting of Stockholders, or the Notice, and 2026 Annual Meeting Proxy Statement, or the Proxy Statement. Other than the proposals described in the Proxy Statement, our Board of Directors is not aware of any other matters to be presented for a vote at the Annual Meeting. We are pleased to take advantage of the Securities and Exchange Commission rules that allow companies to furnish their proxy materials over the Internet.

Your vote is important. Whether or not you plan to virtually attend the Annual Meeting, we encourage you to vote as soon as possible to ensure that your shares are represented. Information about voting methods is set forth in the accompanying Notice and Proxy Statement.

If you have any questions with respect to voting, please call our Chief Operating Officer, Chief Financial Officer and Corporate Secretary, Roberto Cuca, at (484) 320-2930.

Sincerely,

/s/ Doug Evans

Doug Evans
Chairman of the Board of Directors

/s/ Antony Koblish

Antony Koblish
Director and Chief Executive Officer

**THIS PROXY STATEMENT IS
FIRST BEING MADE AVAILABLE ON OR ABOUT APRIL 30, 2026.**



NOTICE OF 2026 ANNUAL MEETING OF STOCKHOLDERS

To be Held on June 9, 2026

Dear Stockholders:

NOTICE IS HEREBY GIVEN that the 2026 Annual Meeting of Stockholders of TELA Bio, Inc., or the Annual Meeting, will be held on Tuesday, June 9, 2026, at 10:00 a.m. Eastern Time. The purpose of the meeting is the following:

1. To elect the three director nominees that are set forth in the attached 2026 Annual Meeting Proxy Statement, or the Proxy Statement, to serve as Class I directors, whose term will expire in 2029;
2. To ratify the appointment of KPMG LLP, or KPMG, as our independent registered public accounting firm for the 2026 fiscal year;
3. To approve, on a non-binding, advisory basis, the compensation of our named executive officers;
4. To approve an amendment to the Amended and Restated 2019 Equity Incentive Plan, or the 2019 Plan, to, among other things, increase the authorized shares issuable under the 2019 Plan by 3,500,000 shares, or the 2019 Plan Amendment;
5. To approve an adjournment of the Annual Meeting to the extent there are insufficient votes at the Annual Meeting to approve Proposal 4; and
6. Any other matters that may properly be brought before the Annual Meeting or any adjournment or postponement thereof.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice of 2026 Annual Meeting of Stockholders, or the Notice.

MEETING INFORMATION

Date: June 9, 2026
Time: 10:00 a.m.
Website Address: The meeting can be accessed by visiting <https://event.accesswire.com/tela-2026>, where you will be able to listen to the meeting live, submit questions and vote online. There will be no physical location for stockholders to attend.
Record Date: You can vote if you were a stockholder of record on April 24, 2026.

Your vote matters. Whether or not you plan to virtually attend the Annual Meeting, please ensure that your shares are represented by voting, signing, dating and returning your proxy in the enclosed envelope, which requires no postage if mailed in the United States.

By Order of the Board of Directors,

/s/ Roberto Cuca
 Roberto Cuca
 Chief Operating Officer, Chief Financial Officer
 and Corporate Secretary
 April 30, 2026

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON June 9, 2026. This Proxy Statement and the proxy card are being furnished to our stockholders on or about April 30, 2026. This Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2025 are available to holders of our common stock at www.edocumentview.com/TELA. If you would like to receive, without charge, a paper copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2025, including the financial statements, please send your request to Corporate Secretary, TELA Bio, Inc., 1 Great Valley Parkway, Suite 24, Malvern, PA 19355.

SUMMARY INFORMATION

This summary highlights information contained elsewhere in this Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2025, or the 2025 Annual Report. This summary does not contain all of the information you should consider and we encourage you to read this Proxy Statement and the 2025 Annual Report carefully before voting.

2026 Annual Meeting of Stockholders

TIME AND DATE	RECORD DATE	WEBSITE ADDRESS
10:00 a.m., Eastern Time, on Tuesday, June 9, 2026	April 24, 2026	The meeting can be accessed by visiting https://event.accessnewswire.com/tela-2026 , where you will be able to listen to the meeting live, submit questions and vote online. There will be no physical location for stockholders to attend.

Summary of Stockholder Voting Matters

VOTING MATTERS	FOR MORE INFORMATION	BOARD OF DIRECTORS RECOMMENDATION
PROPOSAL 1: Election of Class I Directors for a Three-Year Term Expiring in 2029 Joseph Capper William Plovanic Betty Jo Rocchio	Page 36	✓ FOR Each Nominee
PROPOSAL 2: Ratification of Appointment of KPMG LLP as our Independent Registered Public Accounting Firm for 2026	Page 37	✓ FOR
PROPOSAL 3: Approval, on a non-binding advisory basis, of the compensation of our named executive officers	Page 38	✓ FOR
PROPOSAL 4: Approval of an amendment to the Amended and Restated 2019 Equity Incentive Plan to, among other things, increase the authorized shares issuable under the 2019 Plan by 3,500,000 shares	Page 39	✓ FOR
PROPOSAL 5: Approval of an adjournment of the Annual Meeting to the extent there are insufficient votes at the Annual Meeting to approve Proposal 4	Page 46	✓ FOR

Our Director Nominees

You are being asked to vote on the election of Joseph Capper, William Plovanic and Betty Jo Rocchio as Class I directors, each to serve for a three-year term expiring at our 2029 Annual Meeting of Stockholders. Doug Evans currently serves as a Class I director on our Board of Directors, or the Board, with a term expiring at the Annual Meeting. Mr. Evans' service as a member of our Board will end effective as of the date of the Annual Meeting and he is not standing for re-election. The Board has nominated Joseph Capper for election as a Class I director at the Annual Meeting, to serve for a three-year term expiring at our 2029 Annual Meeting of Stockholders. The number of members of our Board is currently set at seven members and is divided into three classes, each of which has a three-year term. Class I consists of three directors and Class II and III each consist of two directors.

The term of office of our Class I directors expires at the Annual Meeting. We are nominating (i) William Plovanic and Betty Jo Rocchio for re-election at our Annual Meeting and (ii) Joseph Capper for election at our Annual Meeting, each to serve until the 2029 Annual Meeting of Stockholders or until their successors, if any, are elected or appointed, or their earlier death, resignation, retirement, disqualification or removal. Directors are elected by a plurality of the votes cast by our stockholders at the Annual Meeting. The three nominees receiving the most FOR votes (among votes properly cast online at the meeting or by proxy) will be elected. If no contrary indication is made, shares represented by executed proxies will be voted FOR the election of Joseph Capper, William Plovanic and Betty Jo Rocchio. Each nominee has agreed to serve as a director if elected, and we have no reason to believe that any nominee will be unable to serve.

SUMMARY INFORMATION *(continued)*

NAME	AGE	DIRECTOR SINCE	OCCUPATION	INDEPENDENT	COMMITTEE MEMBERSHIPS		
					AC	CC	NCGC
Joseph Capper	64	—	CEO at Mimedx Group, Inc.	No	—	—	—
William Plovanic	57	2025	Managing Director, Healthcare Equity Research at Canaccord Genuity LLC	Yes	M		C
Betty Jo Rocchio	58	2025	Executive Vice President, Chief Executive Nurse at Advocate Health	Yes		M	M

AC = Audit Committee

CC = Compensation Committee

C = Chair

NCGC = Nominating and Corporate Governance Committee

M = Member

CORPORATE GOVERNANCE HIGHLIGHTS

The following table summarizes our current Board structure and key elements of our corporate governance framework, as of April 30, 2026:

GOVERNANCE ITEM	
Size of Board (set by the Board)	7
Number of Independent Directors	6
Independent Chairman of the Board	Yes
Board Self-Evaluation	Annual
Review of Independence of Board	Annual
Independent Directors Meet Without Management Present	Yes
Voting Standard for Election of Directors in Uncontested Elections	Plurality

RECENT CORPORATE HIGHLIGHTS

- Recognized revenue of \$20.9 million in the fourth quarter of 2025, the Company's strongest quarter on record, and of \$80.3 million for the full year 2025, representing an increase of 18% and increase of 16%, respectively, from the corresponding periods of 2024.
- Commenced full U.S. commercial launch of larger sized OviTex PRS for use in plastic and reconstructive surgery, which may reduce the need for multiple small pieces and have the potential to simplify more complex plastic and reconstructive procedures.
- Announced appointment of new Board members, Betty Jo Rocchio and William Plovanic.
- Announced the promotion and appointment of Howard Langstein, MD, FACS to Chief Medical Officer.
- Closed on a credit facility for up to \$70.0 million from Perceptive Advisors, or Perceptive. The Perceptive credit facility consists of an initial loan of \$60.0 million received at closing and an additional \$10.0 million that can be drawn at the Company's option by April 30, 2027 upon satisfaction of certain conditions, including, but not limited to, the achievement of net revenue thresholds.

SUMMARY INFORMATION *(continued)*

- Closed an underwritten registered direct offering of 4,189,000 shares of its common stock at a price of \$1.11 per share and, in lieu of common stock to investors who so choose, pre-funded warrants to purchase 7,523,000 shares of common stock at an offering price of \$1.1099 per pre-funded warrant, which represents the per share offering price for the shares of common stock less the \$0.0001 per share exercise price, resulting in net proceeds of approximately \$11.6 million after deducting underwriting discounts, commissions and other offering expenses.

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PROXY STATEMENT

This Proxy Statement is being furnished to stockholders of TELA in connection with the solicitation by our Board of proxies to be voted at our Annual Meeting and at any postponements or adjournments thereof. The Annual Meeting will be held on Tuesday, June 9, 2026, at 10:00 a.m., Eastern Time, via the Internet at <https://event.accessnewswire.com/tela-2026>.

This Proxy Statement is first being furnished to our stockholders on or about April 30, 2026. The Notice of Internet Availability of Proxy Materials being mailed to the stockholders is not part of the Proxy Statement.

GENERAL INFORMATION ABOUT THE MEETING

PROXY SOLICITATION

Our Board is soliciting your vote on matters that will be presented at the Annual Meeting and at any adjournment or postponement thereof. This Proxy Statement contains information on these matters to assist you in voting your shares.





This Proxy Statement and the proxy card are being furnished to our stockholders on or about April 30, 2026. This Proxy Statement and our 2025 Annual Report are available to holders of our common stock at www.edocumentview.com/TELA. If you would like to receive, without charge, a paper copy of our 2025 Annual Report, including the financial statements, please send your request to Corporate Secretary, TELA Bio, Inc., 1 Great Valley Parkway, Suite 24, Malvern, PA 19355.

STOCKHOLDERS ENTITLED TO VOTE

All stockholders of record of our common stock at the close of business on April 24, 2026, or the Record Date, are entitled to receive the Notice and to vote their shares at the Annual Meeting. As of the Record Date, 44,765,928 shares of our common stock were outstanding. Each share is entitled to one vote on each matter properly brought to the meeting.

VOTING METHODS

You may cast your vote in any of the following ways:

			
MAIL	INTERNET	PHONE	ONLINE AT THE MEETING
Mailing your signed proxy card or voter instruction card.	Using the Internet at www.envisionreports.com/TELA	Calling toll-free from the United States, U.S. territories and Canada to 1-800-652-VOTE (8683).	You can vote at the meeting at https://event.accessnewswire.com/tela-2026

HOW YOUR SHARES WILL BE VOTED

In each case, your shares will be voted as you instruct. If you return a signed card, but do not provide voting instructions, your shares will be voted FOR each of the proposals. If you are the record holder of your shares, you may revoke or change your vote any time before the proxy is exercised. To do so, you must do one of the following:

- Vote over the Internet or by telephone as instructed above. Only your latest Internet or telephone vote is counted. You may not revoke or change your vote over the Internet or by telephone after 11:59 p.m., Eastern Time, on June 8, 2026.
- Sign a new proxy card and submit it by mail, which must be received no later than June 8, 2026. Only your latest dated proxy card will be counted.
- Give our Corporate Secretary written notice before or during the meeting that you want to revoke your proxy.
- Virtually attend the Annual Meeting at <https://event.accessnewswire.com/tela-2026>. Virtually attending the Annual Meeting will not by itself revoke a previously granted proxy.

If your shares are held by your broker, bank or other holder of record as a nominee or agent (i.e., the shares are held in “street name”), you should follow the instructions provided by your broker, bank or other holder of record.

Deadline for Voting. The deadline for voting by telephone or Internet, other than by virtually attending the Annual Meeting, is 11:59 p.m. Eastern Time on June 8, 2026. If you are a registered stockholder and virtually attend the

GENERAL INFORMATION ABOUT THE MEETING

(continued)

Annual Meeting, you may deliver your vote online during the Annual Meeting. “Street name” stockholders who wish to vote at the Annual Meeting will need to obtain a proxy form from the institution that holds their shares.

BROKER VOTING AND VOTES REQUIRED FOR EACH PROPOSAL

If your shares are held in a stock brokerage account or by a bank or other holder of record, you are considered the “beneficial owner” of shares held in street name. The Notice has been forwarded to you by your broker, bank or other holder of record who is considered the stockholder of record of those shares. As the beneficial owner, you may direct your broker, bank or other holder of record on how to vote your shares by using the proxy card included in the materials made available or by following their instructions for voting on the Internet.

A broker non-vote occurs when a broker or other nominee that holds shares for another does not vote on a particular item because the nominee does not have discretionary voting authority for that item and has not received instructions from the beneficial owner of the shares. The following table summarizes how broker non-votes and abstentions are treated with respect to our proposals:

VOTING MATTERS	VOTES REQUIRED	TREATMENT OF VOTES WITHHELD, ABSTENTIONS AND BROKER NON-VOTES	BROKER DISCRETIONARY VOTING
PROPOSAL 1: Election of Class I Directors for a Three-Year Term Expiring in 2029 Joseph Capper, William Plovanic and Betty Jo Rocchio	Plurality of the votes cast	Votes withheld and broker non-votes will not be taken into account in determining the outcome of the proposal	No
PROPOSAL 2: Ratification of Appointment of KPMG LLP as our Independent Registered Public Accounting Firm for 2026	Majority of the votes cast	Abstentions and broker non-votes will not be taken into account in determining the outcome of the proposal	Yes
PROPOSAL 3: Approval, on a non-binding advisory basis, of the compensation of our named executive officers	Majority of the votes cast	Abstentions and broker non-votes will not be taken into account in determining the outcome of the proposal	No
PROPOSAL 4: Approval of an amendment to the Amended and Restated 2019 Equity Incentive Plan to, among other things, increase the authorized shares issuable under the 2019 Plan by 3,500,000 shares	Majority of the votes cast	Abstentions and broker non-votes will not be taken into account in determining the outcome of the proposal	No
PROPOSAL 5: Approval of an adjournment of the Annual Meeting to the extent there are insufficient votes at the Annual Meeting to approve Proposal 4	Majority of the votes cast	Abstentions and broker non-votes will not be taken into account in determining the outcome of the proposal	No

QUORUM

We must have a quorum to conduct business at the Annual Meeting. A quorum consists of the presence at the Annual Meeting, either attending the meeting virtually or represented by proxy, of the holders of a majority of the outstanding shares of our common stock entitled to vote. For the purpose of establishing a quorum, abstentions,

GENERAL INFORMATION ABOUT THE MEETING

(continued)

including brokers holding customers' shares of record who cause abstentions to be recorded at the meeting, and broker non-votes are considered stockholders who are present and entitled to vote, and count toward the quorum. If there is no quorum, the holders of a majority of shares virtually attending the Annual Meeting or represented by proxy or the chairman of the meeting may adjourn the Annual Meeting to another date.

PROXY SOLICITATION COSTS

We pay the cost of soliciting proxies. Proxies may be solicited on behalf of the Board by mail, telephone, and other electronic means or in person. Directors and employees will not be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

BOARD OF DIRECTORS

Our Board has nominated (i) William Plovanic and Betty Jo Rocchio for re-election and (ii) Joseph Capper for election as Class I directors at our Annual Meeting to hold office until our 2029 Annual Meeting of Stockholders.

Our Board is the Company's ultimate decision-making body, except with respect to those matters reserved to the stockholders. Our Board selects the members of our senior management team, who in turn are responsible for the day-to-day operations of the Company. Our Board acts as an advisor and counselor to senior management and oversees its performance.

Our Board consists of directors divided into three classes, with each class holding office for a three-year term. William Plovanic and Betty Jo Rocchio, current Class I directors, have been nominated by our Board for election at the Annual Meeting and the Board has designated Joseph Capper as a nominee for election at the Annual Meeting, each for three-year terms that will expire at the 2029 Annual Meeting of Stockholders or until their successors, if any, are elected or appointed, or their earlier death, resignation, retirement, disqualification or removal. Doug Evans currently serves as a Class I director on the Board, with a term expiring at the Annual Meeting. Mr. Evans' service as a member of our Board and Chairman of our Board will end effective as of the date of the Annual Meeting and he is not standing for re-election. If elected, Mr. Capper is expected to assume the role of Chairman of the Board. Each of the nominees has agreed to be named and to serve, and we expect each nominee to be able to serve if elected. If any nominee is unable to serve, the Nominating and Corporate Governance Committee may recommend to our Board a replacement nominee. The Board may then designate the other nominee to stand for election. If you voted for the unavailable nominee, your vote will be cast for his or her replacement.

In connection with the Company's ongoing commitment to board refreshment and strong corporate governance, the Board has undertaken a significant renewal of its composition. On April 29, 2026, Kurt Azarbarzin, Vince Burgess and Federica O'Brien each submitted his or her resignation from the Board and all committees, respectively. The Board and Company extends its sincere gratitude to Doug Evans, Federica O'Brien, Vince Burgess, and Kurt Azarbarzin. The Board and Company deeply appreciates the invaluable contributions of each of these directors during their respective tenures and their dedicated service to the Company and its stockholders.

In anticipation of this transition, On April 29, 2026, the Board has identified and nominated Joseph Capper for election by the Company's stockholders as a Class I director at the Annual Meeting, with a term expiring at the 2029 Annual Meeting of the Company and identified and approved Guido Neels as a Class II director, with a term expiring at the 2027 Annual Meeting of the Company, and Guy Nohra and Paul Thomas as Class III directors, with terms expiring at the 2028 Annual Meeting of the Company to be appointed to the Board as directors. Guido Neels, Guy Nohra, and Paul Thomas appointments will become effective immediately following the Annual Meeting. Accordingly, the board refreshment described herein is expected to be completed substantially concurrently with the conclusion of the Annual Meeting. A brief description of the incoming directors' biographies and their respective class structure is set forth below under the heading "Incoming Directors."

Joseph Capper, Guido Neels, Guy Nohra, and Paul Thomas each bring extensive experience to the Board. These changes are intended to bring complementary expertise to strengthen the Board's capacity to oversee the Company's long-term strategic priorities.

The Company and Board believes that the refreshment described herein reflects the Company's dedication to evolving Board leadership in a manner that is aligned with the long-term interests of the Company and its stockholders.

BOARD STRUCTURE AND COMPOSITION

The Nominating and Corporate Governance Committee is responsible for recommending the composition and structure of our Board and for developing criteria for Board membership. The Nominating and Corporate Governance Committee regularly reviews director competencies, qualities and experiences, with the goal of ensuring that our Board is comprised of an effective team of directors who function collegially and who are able to apply their experience toward meaningful contributions to our business strategy and oversight of our performance, risk management, organizational development and succession planning.

BOARD OF DIRECTORS *(continued)*

Our Third Amended and Restated Bylaws, or Bylaws, provide that the number of members of our Board shall be fixed by the Board from time to time. Our Board is currently fixed at seven members. Our Board is divided into three classes with staggered three-year terms. The Nominating and Corporate Governance Committee is responsible for identifying individuals that it believes are qualified to become Board members.

CRITERIA FOR BOARD MEMBERSHIP

The Nominating and Corporate Governance Committee has identified certain criteria that it will consider in identifying director nominees. Important general criteria and considerations for Board membership include:

GENERAL CRITERIA	
✓	Ability to contribute to the Board's range of talent, skill and experience to provide sound and prudent guidance with respect to the Company's strategy and operations, including, but not limited to: <ul style="list-style-type: none"> ✓ Experience at senior levels in public companies, ✓ Technology and financial expertise, ✓ Experience in leadership roles in commercial-stage companies in the med tech or healthcare fields.
✓	Personal integrity and ethical character, commitment and independence of thought and judgment;
✓	Capability to fairly and equally act in the best interest of our stockholders;
✓	Confidence and willingness to express ideas and engage in constructive discussion with other Board members and management, to actively participate in the Board's decision-making process and make difficult decisions in the best interest of the Company and our stockholders;
✓	Ability to contribute to the diversity of personal and professional experiences, opinions, perspectives and backgrounds represented on the Board;
✓	Willingness and ability to devote sufficient time, energy and attention to the affairs of the Company and the Board; and
✓	Lack of actual and potential conflicts of interest.

The Nominating and Corporate Governance Committee also considers, on an ongoing basis, the background, experience and skills of the incumbent directors that are important to our current and future business needs, and evaluates the experience and skills that would be valuable in new Board members.

SELECTION OF CANDIDATES

Director Skill Set Considerations; Use of Skills Matrix

To assist with determining the needs of the Board, the Nominating and Corporate Governance Committee developed and utilizes a skills matrix for the purpose of recruiting and selecting Board candidates. The expertise and experience included in the skills matrix are tied to our strategic goals, and the intent of the skills matrix is to ensure that the directors collectively possess qualities that facilitate effective oversight of our strategic plans. The skills matrix is also reviewed from time to time by the Nominating and Corporate Governance Committee to ensure it contains the skills necessary for proper oversight of the Company in both the near and long term. While the matrix is useful for determining the collective skills of the Board as a whole, it is not a comparative measure of the value of directors; a director with more focused experience could nonetheless contribute broadly and effectively. The Nominating and Corporate Governance Committee also considers a wide range of additional factors including other positions the director or candidate holds, including other boards of directors on which he or she serves, and the independence of each director and candidate, to ensure that a substantial majority of the Board is independent.

Potential Director Candidates

On an ongoing basis, the Nominating and Corporate Governance Committee considers potential director candidates identified on its own initiative, as well as candidates referred or recommended to it by other directors, members of

BOARD OF DIRECTORS *(continued)*

management, search firms, stockholders and others (including individuals seeking to join the Board). Stockholders who wish to recommend candidates may contact the Nominating and Corporate Governance Committee in the manner described in “Stockholder Communications to the Board.” Stockholder nominations must be made according to the procedures required under our Bylaws and described in this Proxy Statement under the heading “Requirements for Submission of Stockholder Proposals for Next Year’s Annual Meeting.” Stockholder-recommended candidates and stockholder nominees whose nominations comply with these procedures and who meet the criteria referred to above will be evaluated by the Nominating and Corporate Governance Committee in the same manner as the Nominating and Corporate Governance Committee’s nominees.

The Board is committed to building a Board that consists of the optimal mix of skills, expertise, knowledge, backgrounds and personal qualities so that the Board is capable of effectively overseeing the execution of our business and meeting the Company’s evolving needs. The Nominating and Corporate Governance Committee considers the value of diversity on the Board in evaluating director nominees. Accordingly, the Nominating and Corporate Governance Committee’s evaluation of director nominees includes consideration of their ability to contribute to the diversity of personal and professional experiences, opinions, perspectives and backgrounds on the Board.

BOARD OVERSIGHT OF COMPANY CULTURE AND PROPER GOVERNANCE HIGHLIGHTS

Our Board is committed to fostering a strong culture of compliance and ethical conduct and has structured its committees and their activities to support its commitment. Our Board supports management’s promotion of a corporate culture of integrity, ethical behavior and compliance with laws and regulations and for ensuring that the Company’s culture and its strategy are aligned. Our Board expects all directors, as well as officers and employees, to conduct themselves in a manner consistent with our Code of Business Conduct and Ethics, or the Code of Conduct, and our values. Our Board believes that a strong culture of integrity, ethics and compliance is fundamental to the conduct of the Company’s business, and is necessary for effective risk management, maintaining investor trust, and successful corporate governance.

We understand corporate responsibility is essential for good governance because it strengthens the accountability of our Board and management team. Our Board is primarily responsible for overseeing our corporate strategy, which includes the oversight of matters that impact our business and related risks. Though our current set of initiatives are broad, we continue to focus on our people, culture and strong corporate governance.

The following is a summary of our current policies and practices related to promoting company culture and proper governance:

- **Separate Chairperson of the Board and Chief Executive Officer:** The offices of Chief Executive Officer, or CEO, and Chairperson of the Board are separated, which reinforces the independence of the Board from management and creates an environment that encourages objective oversight of management’s performance, which we believe enhances the effectiveness of our Board as a whole.
- **Independent Committees:** Each of our committees consist entirely of independent directors.
- **Regularly Held Executive Sessions:** The independent directors of our Board meet separately in executive session on a regular basis to discuss matters relating to the Company and the Board, without members of the management team present.
- **Code of Conduct:** All of our directors, officers and employees are subject to the Code of Conduct, which is available on our website at www.telabio.com.
- **Human Capital Management:** We are committed to the health and welfare of our employees. We support the development of our employees with a competitive compensation and benefits package, internal advancement, and individualized development opportunities.

In each of the director nominee and continuing director biographies that follow, we highlight the specific experience, qualifications, attributes and skills that led the Board to conclude that the director nominee or continuing director should serve on our Board at this time.

BOARD OF DIRECTORS *(continued)*

DIRECTOR NOMINEES

CLASS I DIRECTORS — PRESENT TERMS EXPIRING AT THE ANNUAL MEETING AND PROPOSED TERMS TO EXPIRE IN 2029

BETTY JO ROCCHIO		
Age: 58 Director Since: 2025	Committee Memberships: Compensation; Nominating and Corporate Governance	Other Public Directorships: None
<p>Betty Jo Rocchio has been a member of our Board since October 2025. Has served as the Executive Vice President and Chief Nurse at Advocate Health, a nonprofit integrated health system, since November 2024. Dr. Rocchio also serves on the Medtronic Chief Nurse Advisory Board, the Mytonomy Advisory Board, and the UKG Chief Nurse Advisory Board. Dr. Rocchio previously served as Mercy Health System’s (“Mercy”) Senior Vice President and Chief Nurse Executive prior to which she held roles as the Chief Nursing Optimization Officer and Vice President of Perioperative Services. Prior to joining Mercy, Dr. Rocchio held several leadership positions in the Mount Carmel Health System in Columbus, Ohio, including Chief Nurse Anesthetist, System Director of Surgical Services, and Vice President of Nursing and Chief Nursing Officer. Dr. Rocchio holds a Bachelor’s degree in Nursing and an Associate degree in Business Management from the Franciscan University of Steubenville, a Master’s degree in Health Sciences from LaRoche College, a Certificate of Anesthesia from St. Francis School of Anesthesia, and a Doctorate of Nursing Practice from The Ohio State University and is certified in Executive Nurse Practice by the American Organization for Nursing Leadership and in Evidence-Based Practice (EBP-C) by the Helene Fuld Health Trust National Institute of Evidence-based Practice in Nursing and Healthcare at The Ohio State University.</p>		
<p>Skills & Qualifications: Dr. Rocchio’s extensive expertise in the nursing and medical industry and experience as an executive nurse in the hospital and nursing field provide her with the qualifications and skills to serve on our Board.</p>		

WILLIAM PLOVANIC		
Age: 57 Director Since: 2025	Committee Memberships: Audit; Nominating and Corporate Governance	Other Public Directorships: None
<p>William Plovanic has been a member of our board since 2025. Mr. Plovanic has served as Managing Director, Healthcare Equity Research at Canaccord Genuity LLC, a global investment bank focused on growth companies, since May 2020. As Managing Director, Mr. Plovanic leads equity research coverage of medical technology sectors, including cardiovascular, diabetes, and neuromodulation. Previously, Mr. Plovanic served as President, Chief Executive Officer, Chief Financial Officer, and as a board member at Obalon Therapeutics, Inc. (“Obalon”) (formerly, Nasdaq: OBLN), a previously publicly traded medical device company, from March 2016 until a merger with ReShape LifeSciences, Inc. (formerly, Nasdaq: RSLN) in June 2021. At Obalon, Mr. Plovanic guided the company through commercialization of novel obesity treatment technologies and services, significant organizational changes, and its eventual merger with ReShape LifeSciences. Prior to Obalon, Mr. Plovanic worked as an equity research analyst for 20 years covering medical technology companies in the orthopedics and biomaterials sectors. Mr. Plovanic holds a Bachelor of Science in Finance from Bradley University and is a Chartered Financial Analyst (CFA) Charterholder.</p>		
<p>Skills & Qualifications: Mr. Plovanic’s extensive expertise in the medical technology industry and experience as an executive officer in the medical therapeutics field provide him with the qualifications and skills to serve on our Board.</p>		

BOARD OF DIRECTORS *(continued)*

CLASS I DIRECTOR — CURRENTLY NOT A MEMBER OF THE BOARD AND PROPOSED TERM TO EXPIRE IN 2029

Doug Evans currently serves as a Class I director on our Board, with a term expiring at the Annual Meeting. Mr. Evans' service as a member of our Board will end effective as of the date of the Annual Meeting and he is not standing for re-election. Our Board has nominated Joseph Capper to serve as a Class I director.

JOSEPH CAPPER		
Age: 64	Committee Memberships: None	Other Public Directorships: MiMedx Group Inc. and Anika Therapeutics, Inc.
<p>Joseph Capper has been nominated by our Board for election as a Class I director at the Annual Meeting by the Company's stockholders to serve until the Company's Annual Meeting of Stockholders to be held in 2029. If elected, Mr. Capper will serve as the Chairman of the Board. Mr. Capper joined the MiMedx Group Inc. (NASDAQ: MDXG) as its Chief Executive Officer and member of the Board in January 2023. A highly experienced and accomplished healthcare executive, he brings nearly 30 years of experience in MedTech and Life Sciences leadership roles and a track record of substantial value creation. Mr. Capper has successfully led several organizations, most recently serving as the CEO of BioTelemetry, Inc. (formerly NASDAQ: BEAT) from 2010 to 2021, guiding the company through a significant turn-around, which culminated in its acquisition by Royal Philips for \$2.8 billion. Prior to joining BioTelemetry, Mr. Capper served as President and CEO of both Home Diagnostics and CCS Medical. Mr. Capper brings a wealth of commercial experience, having held several leadership roles earlier in his career during the decade he spent with Bayer AG. Additionally, Mr. Capper was an officer in the U.S. Navy serving with distinction as a naval aviator. Mr. Capper has served on the board of directors of Anika Therapeutics, Inc. (NASDAQ: ANIK), since May 2024. He received his undergraduate degree in Accounting from West Chester University and an MBA in International Finance from George Washington University.</p>		
<p>Skills & Qualifications: Mr. Capper's expertise in the medical device industry and experience as an executive officer in the medical device field provide him with the qualifications and skills to serve on our Board.</p>		

BOARD OF DIRECTORS *(continued)*

CONTINUING DIRECTORS

CLASS II DIRECTORS — TERMS EXPIRING AT THE 2027 ANNUAL MEETING OF STOCKHOLDERS

KURT AZARBARZIN		
Age: 63 Director Since: 2018	Committee Memberships: Nominating and Corporate Governance	Other Public Directorships: None
<p>Kurt Azarbarzin has been a member of our Board since November 2018. Mr. Azarbarzin has previously served as the Chief Executive Officer and a member of the board of Endoquest Robotics, a medical device company that designs and develops flexible microsurgical robotic devices, from November 2020 to June 2024. Mr. Azarbarzin served as Chief Executive Officer and a member of the board of directors of Verb Surgical Inc., a robotic surgery company, from July 2019 to November 2020. Mr. Azarbarzin previously served as Chief Technology Officer for CONMED Corporation, a global, publicly-traded medical device company dedicated to helping customers improve patient outcomes, from 2016 to July 2019. Mr. Azarbarzin is the former Founder of SurgiQuest, Inc., a medical device company focused on advancing minimally invasive surgery, and served as its Chief Executive Officer from 2005 until June 2016. Mr. Azarbarzin is a member of the executive board at Center for Biomedical Innovation and Technology at Yale University. Mr. Azarbarzin previously held leadership roles in Research and Development at U.S. Surgical & Tyco Healthcare. He earned a Bachelor of Science from the University of Bridgeport and completed advanced graduate studies in mechanical design at Bridgeport Engineering Institute and manufacturing engineering at Bradley University.</p>		
<p>Skills & Qualifications: Mr. Azarbarzin’s expertise in the medical device industry and experience as an executive officer in the medical device field provide him with the qualifications and skills to serve on our Board.</p>		

ANTHONY KOBLISH		
Age: 60 Director Since: 2012	Committee Memberships: None	Other Public Directorships: None
<p>Anthony Koblisch is one of our co-founders and has served as our Chief Executive Officer and as a member of the Board since our founding in April 2012. Mr. Koblisch served as our President until June 2025. Previously, Mr. Koblisch was President and Chief Executive Officer of Orthovita, Inc., a publicly traded orthobiologics and biosurgery medical device company. Mr. Koblisch co-founded and currently serves as Chairman of the Board of Onkos Surgical, Inc., a surgical oncology orthopedic company. Mr. Koblisch also serves on the Board of Cerapedics Inc., a private ortho-biologics company, and is a board member of Spineology, Inc., a private spine company. As a Board member of Cerapedics and Spineology, and Chairman of the Board of Onkos Surgical, Mr. Koblisch attends one board meeting per quarter, respectively. The remainder of Mr. Koblisch’s time is dedicated to serving as our Chief Executive Officer. Mr. Koblisch earned a Master of Science in Engineering degree in Mechanical Engineering and Applied Mechanics from the University of Pennsylvania, and holds a Bachelor of Science degree in Mechanical Engineering from Worcester Polytechnic Institute.</p>		
<p>Skills & Qualifications: Mr. Koblisch’s knowledge of our business, as well as his extensive leadership experience and successful record of commercial operation and product pipeline development provide him with the qualifications and skills to serve on our Board.</p>		

BOARD OF DIRECTORS *(continued)*

CLASS III DIRECTORS — TERMS EXPIRING AT THE 2028 ANNUAL MEETING OF STOCKHOLDERS

VINCE BURGESS		
Age: 61 Director Since: 2014	Committee Memberships: Compensation (Chair)	Other Public Directorships: None
<p>Vince Burgess has been a member of our Board since June 2014. From October 2017 until his retirement in May 2022, Mr. Burgess served as President, Chief Executive Officer and member of the board of directors of Acutus Medical, Inc., a medical device company, and previously served as a Venture Partner with OrbiMed Advisors, LLC, a healthcare investment firm, from September 2011 until May 2020. Previously, Mr. Burgess was a member of the initial executive team at Volcano Corporation, where he served as President of Advanced Imaging Systems. He also led marketing and business development at Volcano from 2002 to 2010. He currently serves as a member of the board of directors of Bolt Medical. He has previously served on the boards of NeuroPace, Inc., Sonendo Inc., Ornim Medical, Keystone Heart, Inc., Vessix Vascular, Cryterion Medical and CardiAQ, Inc. He earned his Bachelor of Science degree in Business Administration from the University of Southern California and his Masters of Business Administration from the University of California, Los Angeles.</p>		
<p>Skills & Qualifications: Mr. Burgess' expertise in marketing and business development, as well as his operational and board experience in the surgical tool field provide him with the qualifications and skills to serve on our Board.</p>		

FEDERICA O'BRIEN		
Age: 68 Director Since: 2019	Committee Memberships: Audit (Chair)	Other Public Directorships: MacroGenics, Inc.
<p>Federica O'Brien has been a member of our Board since November 2019. Ms. O'Brien has been the President of CFO'Brien Consulting, LLC since January of 2018 providing strategic, operational and financial consulting, and flexible time chief financial officer services primarily for biotech companies. Previously she served as Chief Financial Officer of Complexa Inc., a biopharmaceutical company, from May 2015 to December 2017 and as Chief Financial Officer of Cerecor Inc., a biopharmaceutical company, from April 2013 to May 2015. Prior to that, Ms. O'Brien served as the Chief Financial Officer and Chief Operating Officer of Cervilenz Inc., a privately held medical device company. She has also held senior financial management positions at Cardiokine Inc., a privately held biotechnology company, Barrier Therapeutics, Inc., during and subsequent to the biotechnology company's initial public offering, and at Infonautics, Inc., then a publicly held technology company. Ms. O'Brien currently serves on the board of directors for MacroGenics, Inc., a biopharmaceutical company, where she also serves as the chair of the Audit Committee. She began her career at public accounting firms including most recently as an Audit Manager for Coopers & Lybrand. Ms. O'Brien received her B.A. in Accounting from Rutgers University and is a Certified Public Accountant - Inactive in the State of New Jersey. In November 2025, Ms. O'Brien obtained a certificate in Cybersecurity Governance for the Board of Directors from MIT Sloan School of Management.</p>		
<p>Skills & Qualifications: Ms. O'Brien's financial, accounting management and audit expertise provide her with the qualifications and skills to serve on our Board.</p>		

BOARD OF DIRECTORS *(continued)*

INCOMING DIRECTORS

On April 29, 2026, Kurt Azarbarzin, Vince Burgess and Federica O'Brien each submitted his or her resignation from the Board and all committees, respectively. The Board identified and approved Guido Neels as a Class II director, with a term expiring at the 2027 Annual Meeting of the Company, and Guy Nohra and Paul Thomas as Class III directors, with terms expiring at the 2028 Annual Meeting of the Company to be appointed to the Board as directors. Guido Neels, Guy Nohra, and Paul Thomas appointments will become effective immediately following the Annual Meeting.

CLASS II DIRECTOR

GUIDO NEELS		
Age: 77	Future Committee Memberships: Compensation; Nominating and Corporate Governance	Other Public Directorships: Elutia Inc. and Bioventus Inc.
<p>Guido Neels will be appointed to the Board immediately following the Annual Meeting and serve as a Class II director with a term expiring at the Company's Annual to be held in 2027. Mr. Neels joined EW Healthcare Partners ("EW") in 2006 and is an Operating Partner. He currently serves on the board of directors of several companies, including Elutia Inc. (NASDAQ: ELUT), Impulse Dynamics, Corvista, Enercon Technologies, and Bioventus Inc. (NASDAQ: BVS). Prior to joining EW, Mr. Neels served as Chief Operating Officer of Guidant Corporation, a world leader in the development of cardiovascular medical products prior to the company's acquisition for \$25 billion. Mr. Neels was responsible for the global operations of Guidant's four operating units, Cardiac Rhythm Management, Vascular Intervention, Cardiac Surgery, and Endovascular Solutions, including responsibility for worldwide sales operations, corporate communications, corporate marketing, investor relations, and government relations. He also served as Vice President of Global Marketing for Vascular Intervention and as Managing Director for German and Central European operations. Prior to joining Guidant, Mr. Neels held general management, sales, and marketing positions at Eli Lilly in the U.S. and Europe. Mr. Neels previously served on the board of directors of Axogen, Inc. (NASDAQ: AXGN) from August 2015 to June 2025. Mr. Neels holds a Business Engineering degree from the University of Leuven in Belgium and a Master of Business Administration from Stanford University.</p>		
<p>Skills & Qualifications: Mr. Neels expertise in the medical device industry and experience as an executive officer in the medical device field provide him with the qualifications and skills to serve on our Board.</p>		

BOARD OF DIRECTORS *(continued)*

CLASS III DIRECTORS

GUY NOHRA		
Age: 66	Future Committee Memberships: Audit; Compensation (Chair)	Other Public Directorships: Bioventus Inc.
<p>Guy Nohra will be appointed to the Board immediately following the Annual Meeting and serve as a Class III director with a term expiring at the Company's Annual to be held in 2028. Mr. Nohra is a co-founder of Alta Partners, and was also a partner at Burr, Egan, Deleage & Co., which he joined in 1989. Mr. Nohra has been involved in the funding and development of notable medical technology and life science companies including ATS Medical, Cutera, Innerdyne, R2 Technology, deCODE genetics, and Vesica. Previously, Mr. Nohra was Product Manager of Medical Products with Security Pacific Trading Corporation. He was responsible for a multi-million dollar product line and traveled extensively in Korea, Taiwan, Hong Kong, China, and Southeast Asia. Currently, Mr. Nohra serves on the board of directors Bioventus Inc. (NASDAQ: BVS). He previously served on the board of directors of AcelRx Pharmaceuticals (formerly NASDAQ: ACRX), Carbylan Biosurgery (formerly NASDAQ: CBYL), Vertiflex and was the Chairman of the board of directors of USGI Medical and served on the board of directors of the Medical Device Manufacturing Association. He was named to the Forbes "Midas List" of dealmakers in high-tech and life sciences in 2007. In 2016 Mr. Nohra cofounded Alta Life Sciences, venture fund based in Barcelona. Mr. Nohra has also served as the President of the Silicon Valley chapter of The Leukemia and Lymphoma Society for two terms. He holds a Master of Business Administration from the University of Chicago and a Bachelor of Arts in History from Stanford University.</p>		
<p>Skills & Qualifications: Mr. Nohra's expertise in the medical industry and experience as an investor in the medical device field provide him with the qualifications and skills to serve on our Board.</p>		

PAUL THOMAS		
Age: 70	Future Committee Memberships: Audit; Nominating and Corporate Governance (Chair)	Other Public Directorships: Axogen Corporation
<p>Paul Thomas will be appointed to the Board immediately following the Annual Meeting and serve as a Class III director with a term expiring at the Company's Annual to be held in 2028. Mr. Thomas currently serves as the Chief Executive Officer and Co-Founder of Prominex, Inc., a company focused on the development of molecular diagnostic assays for point-of-care infectious disease testing, a position he has held since 2018. Mr. Thomas previously served as the Chief Executive Officer of Roka Bioscience, a molecular diagnostic company focused on pathogen testing, a position he held from 2009 until 2017. Before that, he served as Chairman and Chief Executive Officer of LifeCell Corporation (formerly NASDAQ: LIFC), a regenerative medicine company from 1998 until it was acquired by KCI in 2008 in a transaction valued at \$1.8 billion. Mr. Thomas previously held various senior positions, including President of the Pharmaceutical Products Division, during his tenure of 15 years with Ohmeda, a world leader in inhalation anesthetics and acute care pharmaceuticals. Mr. Thomas currently serves on the board of directors of Axogen Corporation (NASDAQ: AXGN) and has been a member of the board since 2020. Mr. Thomas received his MBA degree from Columbia University Graduate School of Business and completed his postgraduate studies in Chemistry at the University of Georgia Graduate School of Arts and Science. He received his B.S. degree in Chemistry from St. Michael's College in Vermont.</p>		
<p>Skills & Qualifications: Mr. Thomas' expertise in the medical device industry and experience as an executive officer in the medical device field provide him with the qualifications and skills to serve on our Board.</p>		

CORPORATE GOVERNANCE AND RISK MANAGEMENT

We are committed to good corporate governance and integrity in our business dealings. We believe that strong corporate governance practices that provide meaningful rights to our stockholders and ensure Board and management accountability are key to our relationship with our stockholders. We strive to have regular, constructive conversations with our stockholders to better understand our stockholders' priorities and perspectives.

Our governance practices are documented in our Fourth Amended and Restated Certificate of Incorporation, our Bylaws, our Code of Conduct, our Corporate Governance Guidelines and the charters of the committees of the Board, or the Committees. Aspects of our governance documents are summarized below. You can find our charters for each Committee and our Code of Conduct on our website at www.telabio.com under "Investors — Corporate Governance — Governance Documents."

BOARD INDEPENDENCE

Our Board has determined that, with the exception of Mr. Koblish, and, if elected, Mr. Capper, each of our current directors, each incoming director and each former director who served as a member of the Board during the last fiscal year are "independent directors," as defined under the rules of Nasdaq. In making such determination, the Board considered the relationships that each such non-employee director has with the Company and all other facts and circumstances that the Board deemed relevant in determining their independence, including the beneficial ownership of our common stock by each non-employee director. Our independent directors generally meet in executive session at each regularly scheduled Board meeting.

BOARD LEADERSHIP STRUCTURE

The Board does not have a formal policy with respect to the separation of the offices of CEO and Chairman of the Board. The Board believes it is important to retain its flexibility to allocate the responsibilities of the offices of Chairman of the Board and CEO in any way that is in the best interest of the Company at a given point in time. Currently, our leadership structure separates the offices of CEO and Chairman of the Board, with Mr. Koblish serving as our CEO and Mr. Evans serving as Chairman of the Board. Our Board believes that the separation of the positions of CEO and Chairman of the Board reinforces the independence of the Board from management, creates an environment that encourages objective oversight of management's performance and enhances the effectiveness of our Board as a whole. The Nominating and Corporate Governance Committee periodically evaluates our Board leadership structure and whether its leadership structure is appropriate to effectively address the specific needs of our business and the long-term interests of our stockholders.

After the Annual Meeting and conditioned upon (i) Mr. Evan's resignation and (ii) Mr. Capper's election to the Board by the Company's stockholders at the Annual Meeting, Mr. Capper will be appointed as the new Chairman of the Board.

BOARD COMMITTEES

Our Board has established various Committees to assist in discharging its duties: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. Each member of our Committees is an independent director as that term is defined by the Securities and Exchange Commission, or SEC, and Nasdaq. The primary responsibilities of each of the Committees and the Committee memberships are provided below under the section entitled "Board Attendance, Committee Meetings and Committee Membership."

Each of the Committees has the authority, as its members deem appropriate, to engage legal counsel or other experts or consultants in order to assist the Committee in carrying out its responsibilities.

RISK MANAGEMENT

One of the key functions of our Board is to oversee our risk management process. Our Board does not have a standing risk management committee, but rather administers this oversight function directly through our Board as

CORPORATE GOVERNANCE AND RISK MANAGEMENT *(continued)*

a whole, as well as through various standing committees of our Board that address the risks inherent in their respective areas of oversight. In particular, our Board is responsible for monitoring and assessing strategic risk exposure and our Audit Committee has the responsibility to consider and discuss our major financial risk exposures and the steps our management has taken to monitor and control these exposures, including guidelines and policies to govern the process by which risk assessment and management is undertaken.

While the Board has the ultimate oversight responsibility for the risk management process, its Committees oversee risk in certain specified areas. For example:

- The Audit Committee oversees management of financial reporting, compliance and litigation risks, including risks related to our insurance, treasury risk, information technology, cybersecurity, human resources and regulatory matters, as well as the steps management has taken to monitor and control such exposures.
- The Compensation Committee is responsible for overseeing the management of risks relating to our executive compensation policies, plans and arrangements and the extent to which those policies or practices increase or decrease risk for the Company.
- The Nominating and Corporate Governance Committee manages risks associated with the independence of the Board, potential conflicts of interest and the effectiveness of the Board.

EVALUATING BOARD EFFECTIVENESS

The Board, led by the Nominating and Corporate Governance Committee, is committed to continuous improvement and believes annual self-evaluations are an important tool for evaluating effectiveness. It has established and conducted an annual self-evaluation of the Board, which is presented by the Chairperson of the Nominating and Corporate Governance Committee to the Board for discussion. In addition, each committee conducts an annual self-assessment in a review process similar to that used by the Board.



CODE OF CONDUCT

We have a written Code of Conduct that applies to our directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. The Code of Conduct covers fundamental ethical and compliance-related principles and practices such as accurate accounting records and financial reporting, avoiding conflicts of interest, the protection and use of our property and information and compliance with legal and regulatory requirements. The Code of Conduct and any amendments thereto, or any waivers of its requirements, are disclosed on our website at www.telabio.com.

CORPORATE GOVERNANCE AND RISK MANAGEMENT *(continued)*

DIRECTOR ORIENTATION AND CONTINUING EDUCATION

Our director orientation programs familiarize new directors with the Company's businesses, strategies, and policies, and assist new directors in developing the skills and knowledge required for their service on the Board. All other directors are also invited to attend the orientation programs. From time to time, management advises, or invites outside experts to attend Board meetings to advise the Board on its responsibilities, management's responsibilities, developments relevant to corporate governance and best corporate practices. Additionally, Board members may attend, and are encouraged to attend, accredited director education programs at the Company's expense.

CORPORATE GOVERNANCE GUIDELINES

We have a written set of Corporate Governance Guidelines that are designed to help ensure effective corporate governance of our Company. Our Corporate Governance Guidelines cover topics including, but not limited to, the size and composition of the Board, Board membership criteria, director qualifications and duties, Board committees, director compensation and director communications with third parties. Succession planning for the Board is critical to our success. Our goal is to achieve a Board that provides effective oversight of the Company through the appropriate balance of diversity of perspectives, experience, expertise and skills. Our Corporate Governance Guidelines are reviewed periodically by the Nominating and Corporate Governance Committee, which recommends any proposed changes to our Board for approval.

BOARD ATTENDANCE, COMMITTEE MEETINGS AND COMMITTEE MEMBERSHIP

DIRECTOR	INDEPENDENCE	BOARD	AC	CC	NCGC
Kurt Azarbarzin	Yes	M			M
Vince Burgess	Yes	M		C	
Doug Evans	Yes	C	M	M	
Antony Koblish	No	M			
William Plovanic	Yes	M	M		C
Federica O'Brien	Yes	M	C		
Betty Jo Rocchio	Yes	M		M	M

AC = Audit Committee

CC = Compensation Committee

C = Chair

NCGC = Nominating and Corporate Governance Committee

M = Member

During 2025, our Board held seven meetings, our Compensation Committee held eight meetings, our Audit Committee held six meetings and our Nominating and Corporate Governance Committee held four meetings. Each director attended at least 75% of the meetings of the Board and the committees on which they served, except for Dr. Rocchio who attended 50% of the Nominating and Corporate Governance Committee and Compensation Committee meetings held since being appointed as a member of such committee.

Directors are encouraged to attend our annual stockholder meetings. Each of our directors then serving on our Board attended the 2025 Annual Meeting of Stockholders.

Audit Committee

The Audit Committee assists the Board by providing oversight of our financial management, independent auditor and financial reporting procedures, as well as such other matters as directed by the Board or the Audit Committee Charter.

Among other things, the Audit Committee's responsibilities include:

- selecting a firm to serve as the independent registered accounting firm to audit our consolidated financial statements;

CORPORATE GOVERNANCE AND RISK MANAGEMENT *(continued)*

- ensuring the independence of the independent registered public accounting firm;
- discussing the scope and results of the audit with the independent registered public accounting firm and reviewing, with management and that firm, our interim and year-end operating results;
- establishing procedures for employees to anonymously submit concerns about questionable accounting or audit matters;
- considering the adequacy of our internal controls and internal audit function;
- reviewing our disclosure controls and procedures and management’s conclusions about the efficacy of such disclosure controls and procedures;
- discussing material cybersecurity incidents or threats;
- reviewing material related party transactions or those that require disclosure; and
- approving or, as permitted, pre-approving all audit and non-audit services to be performed by the independent registered public accounting firm.

The members of our Audit Committee are Ms. O’Brien (Chair), Mr. Evans and Mr. Plovanic. All members of our Audit Committee are deemed “independent” and financially literate under the applicable rules and regulations of the SEC and Nasdaq. Our Board has determined that each of Mr. Plovanic and Ms. O’Brien qualify as an “audit committee financial expert” within the meaning of SEC regulations. This designation does not impose any duties, obligations or liabilities that are greater than are generally imposed on members of our Audit Committee and our Board. Incoming directors, Mr. Nohra and Mr. Thomas, are expected to serve on our Audit Committee and each have been deemed by our Board to be “independent” and financially literate under the applicable rules and regulations of the SEC and Nasdaq.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee identifies qualified individuals for membership on the Board, recommends to the Board the director nominees to fill vacancies on the Board and to stand for election at the next annual meeting of stockholders, develops and recommends to the Board a set of corporate governance guidelines for the Board and provides oversight of the corporate governance affairs of the Board, as well as such other matters as directed by the Board or the Nominating and Corporate Governance Charter. Among other things, our Nominating and Corporate Governance Committee’s responsibilities include:

- reviewing and, as needed, updating the skills matrix;
- identifying and recommending candidates for membership on our Board;
- reviewing, overseeing the implementation of and monitoring compliance with our corporate governance guidelines and policies and recommending necessary or appropriate changes to our corporate governance guidelines and policies;
- reviewing proposed waivers of the Code of Conduct for directors and executive officers;
- overseeing the process of evaluating the performance of our Board; and
- assisting our Board on corporate governance matters.

The Nominating and Corporate Governance Committee is responsible for identifying individuals that the Nominating and Corporate Governance Committee believes are qualified to become Board members, as described above in the section entitled “Board Structure and Composition.”

The members of our Nominating and Corporate Governance Committee are Mr. Plovanic (Chair), Mr. Azarbarzin and Dr. Rocchio. The Board has determined that all Nominating and Corporate Governance Committee members are independent under the listing standards of Nasdaq. Incoming directors, Mr. Thomas and Mr. Neels, are expected to serve on our Nominating and Corporate Governance Committee, with Mr. Thomas serving as chair, and each have been deemed by our Board to be independent under the listing standards of Nasdaq.

CORPORATE GOVERNANCE AND RISK MANAGEMENT *(continued)*

Compensation Committee

The Compensation Committee reviews the performance and development of our management in achieving corporate goals and objectives and assures that our executive officers (including our CEO) and directors are compensated effectively in a manner consistent with our strategy, competitive practice and stockholder interests, as well as such other matters as directed by the Board or the Compensation Committee Charter. Among other things, the Compensation Committee's responsibilities include:

- reviewing and approving, or recommending that our Board approve, the compensation of our executive officers;
- reviewing and recommending to our Board the compensation of our directors;
- administering our stock and equity incentive plans;
- reviewing and approving, or making recommendations to our Board with respect to, incentive compensation and equity plans;
- reviewing our overall compensation philosophy; and
- reviewing our key human capital management strategies.

Our Compensation Committee has the authority to form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances. The Compensation Committee annually reviews the performance of each of the executive officers, including the CEO. It then determines and approves the compensation of each executive officer, other than the CEO, and determines and makes recommendations regarding the CEO's compensation level to the Board for approval.

Aon's Human Capital Solutions practice (a Division of Aon plc), or Aon, a subsidiary of Aon Hewitt Limited, serves as our executive compensation consultant. Aon reports directly to the Compensation Committee and provides various executive compensation services to the Compensation Committee, including advising the Compensation Committee on the principal aspects of our executive compensation program and evolving industry practices and providing market information and analysis regarding the competitiveness of our program design and our award values in relation to performance. Aon does not provide services to us other than its advice to the Compensation Committee on executive and director compensation matters.

The members of our Compensation Committee are Mr. Burgess (Chair), Mr. Evans and Dr. Rocchio. The Board has determined that all Compensation Committee members are independent under the listing standards of Nasdaq, and that they are "non-employee directors" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, or the Exchange Act. Incoming directors, Mr. Nohra and Mr. Neels, are expected to serve on our Compensation Committee, with Mr. Nohra serving as chair, and each have been deemed by our Board to be independent under the listing standards of Nasdaq, and that they are "non-employee directors" for purposes of Rule 16b-3 under the Exchange Act.

FAMILY RELATIONSHIPS

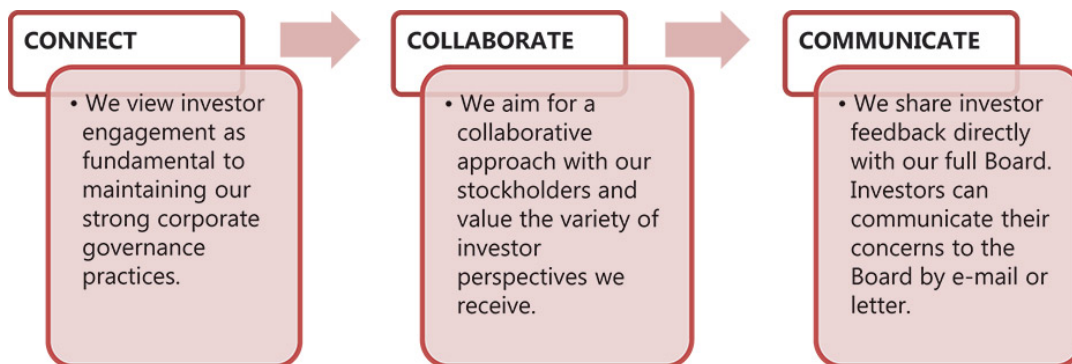
There are no family relationships among any of our directors or executive officers.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

During the fiscal year ended December 31, 2025 and as of the date of this Proxy Statement, none of the members of the Compensation Committee was or is one of our officers or employees, and none of our executive officers has served or serves on the compensation committee or board of any company that employed or employs any member of our Compensation Committee or Board.

CORPORATE GOVERNANCE AND RISK MANAGEMENT *(continued)*

STOCKHOLDER ENGAGEMENT



Connect

Engaging with investors is fundamental to our commitment to good corporate governance and essential to maintaining strong corporate governance practices. Throughout the year, we seek opportunities to connect with our investors to gain and share valuable insights into current and emerging global governance trends.

Collaborate

We strive for a collaborative approach to stockholder engagement and value the variety of investors' perspectives received, which helps deepen our understanding of their interests and motivations.

Communicate

Our goal is to communicate with our stockholders through various platforms, including via our website at www.telabio.com, in print and in person at investor presentations or stockholder meetings. We view communication between our stockholders and the Board as a dialogue.

How to Communicate with our Directors

By mail:
 Corporate Secretary, TELA Bio, Inc.
 1 Great Valley Parkway, Suite 24
 Malvern, PA 19355

DIRECTOR COMPENSATION

We have designed and implemented our compensation program for our non-employee directors to attract, motivate and retain individuals who are committed to our values and goals and who have the expertise and experience that we need to achieve those goals.

NON-EMPLOYEE DIRECTOR COMPENSATION POLICY

The table below depicts the compensation elements of our Amended and Restated Non-Employee Director Compensation Policy during 2025:

COMPENSATION ELEMENTS — NON-EMPLOYEE DIRECTOR COMPENSATION POLICY	
Cash Retainers	
Annual Cash Retainer	\$45,000
Annual Committee Chair Retainer	
Audit	\$20,000
Compensation	\$15,000
Nominating and Corporate Governance	\$10,000
Annual Committee Member Retainer	
Audit	\$10,000
Compensation	\$7,500
Nominating and Corporate Governance	\$5,000
Annual Non-Executive Chairman of the Board Cash Retainer	\$35,000
Equity Awards	
Initial Equity Award	<p>The Initial Equity Award consists of: (1) an option to purchase 9,300 shares of common stock vesting in 36 equal monthly installments on the monthly anniversary of the date of grant; and (2) a restricted stock unit award with respect to 6,375 shares of common stock vesting in three equal annual installments on the first three anniversaries of the grantee's initial appointment or election to the Board, in each case subject to the continued service of the grantee through the applicable vesting dates. Starting on January 1, 2025, the Compensation Committee has determined to increase the Initial Equity Award to consist of: (1) an option to purchase 17,550 shares of common stock and (2) a restricted stock unit award with respect to 11,925 shares of common stock.</p> <p>The Initial Equity Award vests in full upon the occurrence of a change in control, subject to the continued service of the grantee through the applicable vesting dates. In addition, the Compensation Committee retains the discretion to accelerate the vesting of Initial Equity Awards upon a grantee's death.</p>

DIRECTOR COMPENSATION *(continued)*

Annual Equity Award	<p>The Annual Equity Award consists of: (1) an option to purchase 6,200 shares of common stock; and (2) a restricted stock unit award with respect to 4,250 shares of common stock. Starting on January 1, 2026, the Compensation Committee has determined to increase the Annual Equity Award to consist of: (1) an option to purchase 11,700 shares of common stock; and (2) a restricted stock unit award with respect to 7,950 shares of common stock.</p> <p>The Annual Equity Award will vest on the earlier of: (1) the first anniversary of the date of grant; (2) the date of the subsequent annual meeting of stockholders following the date of grant; or (3) the occurrence of a change in control, in each case subject to the continued service of the grantee through the applicable vesting dates. In addition, the Compensation Committee retains the discretion to accelerate the vesting of Initial Equity Awards upon a grantee's death.</p>
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The above-described cash retainers are paid quarterly in arrears and the Board may, in its discretion, permit a non-employee director to elect to receive any portion of his or her cash retainers in the form of fully-vested shares of our common stock in lieu of cash. Our non-employee directors are also reimbursed for their business-related expenses incurred in connection with attendance at Board and Committee meetings and related activities. Our only employee director, Mr. Koblish, receives no separate compensation for his service in such capacity.

DIRECTOR COMPENSATION TABLE

The following table below sets forth information for the fiscal year ended December 31, 2025 regarding the compensation of our non-employee directors.

Mr. Blizard tendered his resignation from the Board on May 30, 2025, effective June 2, 2025. On May 30, 2025, the Board appointed Jeffrey Blizard as the new President of the Company, effective as of June 2, 2025. Mr. Blizard's compensation related to his service to the Board is reflected in the "Summary Compensation Table" below.

NAME	FEES EARNED OR PAID IN			TOTAL (\$)
	CASH (\$)	STOCK AWARDS (\$) ⁽¹⁾⁽²⁾	OPTION AWARDS (\$) ⁽²⁾⁽³⁾	
Kurt Azarbarzin	57,500	11,051	16,263	84,814
Vince Burgess	60,000	11,051	16,263	87,314
Lisa Colleran ⁽⁴⁾	65,000	11,051	16,263	92,314
Doug Evans	99,153	11,051	16,263	126,467
William Plovanic ⁽⁵⁾	—	14,668	21,587	36,255
Federica O'Brien	65,000	11,051	16,263	92,314
Betty Jo Rocchio ⁽⁶⁾	—	17,649	25,974	43,623

(1) Amounts shown in this column do not reflect dollar amounts actually received by our directors. Instead, these amounts reflect the aggregate grant date fair value of each restricted stock unit granted in 2025 determined in accordance with the provisions of Financial Accounting Standards Board Accounting Standards, Codification Topic 718, Compensation—Stock Compensation, or FASB ASC Topic 718. The assumptions made in the calculation of these amounts are included in Note 9 of the Notes to the Consolidated Financial Statements included in our 2025 Annual Report.

DIRECTOR COMPENSATION *(continued)*

- (2) The number of unvested restricted stock units and vested and unvested stock options held by each non-employee director at fiscal year-end 2025 is shown below, except for Jeffrey Blizard.

NAME	NUMBER OF VESTED OPTIONS	NUMBER OF UNVESTED OPTIONS	NUMBER OF UNVESTED RESTRICTED STOCK UNITS
Kurt Azarbarzin	63,348	11,700	7,950
Vince Burgess	44,897	11,700	7,950
Lisa Colleran	44,551	—	—
Doug Evans	44,551	11,700	7,950
William Plovanic	975	16,575	11,925
Federica O'Brien	44,551	11,700	7,950
Betty Jo Rocchio	975	16,575	11,925

- (3) Amounts shown in this column do not reflect dollar amounts actually received by our directors. Instead, these amounts reflect the aggregate grant date fair value of each stock option granted in 2025 determined in accordance with the provisions of FASB ASC Topic 718. The assumptions made in the calculation of these amounts are included in Note 9 of the Notes to the Consolidated Financial Statements included in our 2025 Annual Report, 2025.
- (4) Ms. Colleran resigned from the Board on October 4, 2025.
- (5) Mr. Plovanic was appointed to the Board on October 31, 2025.
- (6) Dr. Rocchio was appointed to the Board on October 9, 2025.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FEES

The Audit Committee works with our management in order to negotiate appropriate fees with KPMG and is ultimately responsible for approving those fees. The following is a summary and description of fees for services provided by KPMG in 2025 and 2024.

SERVICE	2025	2024
Audit Fees	\$886,753	\$828,594
Audit-Related Fees	—	—
Tax Fees	\$105,000	\$103,000
All Other Fees	—	—
Total	\$991,753	\$931,594

“**Audit fees**” represents the aggregate fees for professional services and out-of-pocket expenses rendered for the audit of our financial statements on Form 10-K and the review of our quarterly financial statements on Form 10-Q that are customary under the standards of the Public Company Accounting Oversight Board (United States). Also included are the fees related to our Registration Statements on Form S-8 and Form S-3 and related comfort letter procedures.

“**Tax fees**” consists of fees related to tax compliance, tax planning and tax advice.

AUDIT COMMITTEE PRE-APPROVAL POLICIES AND PROCEDURES

The Audit Committee is responsible for appointing, retaining, setting compensation for, and evaluating and overseeing the work of the independent registered public accounting firm. The Audit Committee’s charter establishes a policy that all audit and permissible non-audit services provided by the independent registered public accounting firm will be pre-approved by the Audit Committee.

All such audit and permissible non-audit services were pre-approved in accordance with this policy during the fiscal year ended December 31, 2025. These services may include audit services, audit-related services, tax services and other services. The Audit Committee considers whether the provision of each non-audit service is compatible with maintaining the independence of our independent registered public accounting firm. The responsibility to pre-approve audit and non-audit services may be delegated by the Audit Committee to one or more members of the Audit Committee; provided that any decisions made by such member or members must be presented to the full Audit Committee at its next scheduled meeting.

AUDIT COMMITTEE REPORT

The primary purpose of the Audit Committee is to assist the Board in its general oversight of the Company's financial reporting process.

Management is primarily responsible for the preparation, presentation, and integrity of the Company's consolidated financial statements, accounting and financial reporting principles, internal controls and procedures designed to ensure compliance with accounting standards, applicable laws and regulations. The Company's independent registered public accounting firm for the fiscal year 2025, KPMG, is responsible for performing an independent audit of the consolidated financial statements and expressing an opinion on the conformity of those consolidated financial statements with generally accepted accounting principles.

The Audit Committee has reviewed and discussed the audited consolidated financial statements contained in the 2025 Annual Report with management and KPMG. The Audit Committee has discussed with KPMG the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board, or the PCAOB, and the SEC. In addition, KPMG has provided the Audit Committee with the written disclosures and the letter required by the applicable requirements of the PCAOB regarding KPMG's communications with the Audit Committee concerning independence, and the Audit Committee has discussed with KPMG its independence. Finally, the Audit Committee discussed with KPMG, with and without management present, the scope and results of KPMG's audit of such financial statements.

The Audit Committee also considered whether the independent registered public accounting firm's provision of non-audit services to the Company is compatible with the auditor's independence. The Audit Committee has concluded that the independent registered public accounting firm is independent from the Company and its management. Based on the considerations and discussions referred to above, the Audit Committee recommended to the Board that the audited consolidated financial statements be included in the 2025 Annual Report.

Audit Committee

Federica O'Brien (Chair)

Doug Evans

William Plovanic

The Audit Committee Report does not constitute soliciting material, and shall not be deemed to be filed or incorporated by reference into any Company filing under the Securities Act of 1933, as amended, or the Exchange Act except to the extent that the Company specifically incorporates the Audit Committee Report by reference therein.

EXECUTIVE OFFICERS

The following table sets forth the name, age and position of each of our executive officers as of the date of this Proxy Statement:

NAME	POSITION	AGE
Antony Koblisch	Chief Executive Officer	60
Roberto Cuca	Chief Operating Officer, Chief Financial Officer and Corporate Secretary	58
Paul Talmo	Chief Technology Officer	59
Greg Firestone	Chief Business Officer	67
Jeffrey Blizard	President	57
Howard Langstein	Chief Medical Officer	67

Antony Koblisch—For biographical information for Antony Koblisch, see “Board of Directors—Continuing Directors.”

Roberto Cuca has served as our Chief Operating Officer and Chief Financial Officer since September 2021 and Corporate Secretary since August 2025. Previously, Mr. Cuca served as Senior Advisor of OraSure Technologies, Inc., or OraSure, a point-of-care testing and sample collection technologies company, from May 2018 to June 2018 and as the Chief Financial Officer from June 2018 to September 2021. Before joining OraSure, Mr. Cuca served as Senior Vice President and Chief Financial Officer of Trevena, Inc., a clinical stage biopharmaceutical company, from September 2013 to May 2018, where he led the finance and investor relations functions and worked with senior management to establish and execute overall corporate strategy. Prior to his tenure with Trevena, Mr. Cuca held various leadership positions in the finance organization of Endo Health Solutions Inc., a pharmaceutical company, including Treasurer and Senior Vice President, Finance, where he was responsible for capital raises and cash management, mergers, acquisitions and licensing transactions, tax planning and compliance, and risk management. Before he joined Endo Health Solutions, Mr. Cuca served as the Director, Corporate and Business Development at moksha8 Pharmaceuticals, Inc., an emerging markets-focused pharmaceutical company, and as an equity analyst covering U.S. pharmaceutical companies at J.P. Morgan Chase & Co. Mr. Cuca holds an A.B. in Philosophy from Princeton University, an M.B.A from The Wharton School of the University of Pennsylvania, and a J.D. from Cornell Law School. Mr. Cuca is also a CFA Charterholder.

Paul Talmo has served as our Chief Technology Officer since August 2023. Prior to this, Mr. Talmo served in roles of increasing responsibility at the Company since 2017, including serving as our Chief Strategic Officer. Mr. Talmo has over 25 years of experience commercializing technologies within the medical device and service industries, including medical devices, implantable materials, as well as imaging and diagnostic technologies services. Prior to joining TELA, Mr. Talmo also spent 16 years at LifeCell Corporation, a regenerative medicine company which was acquired by Allergan plc in February 2017, and was an impetus behind the transformation of a burn focused company into a soft tissue reconstruction company. Mr. Talmo was responsible for first introducing biologic materials to the urogynecology market, for urinary incontinence and pelvic floor reconstruction, as well as the general surgery market, for hernia repair. Mr. Talmo also worked closely with surgeons to develop the various techniques and protocols for implant-based reconstruction with the first biologic material used in breast reconstruction, eventually commercializing the material and new techniques in the early 2000s. Mr. Talmo holds a Bachelor of Arts in Business Administration, Marketing, Management and Operations from University of New Hampshire.

Greg Firestone has served as our Chief Business Officer since May 2024. Previously, Mr. Firestone served as our Chief Commercial Officer from August 2023 to May 2024, and as our VP, Strategic Customer Relations from October 2017 to August 2023. Mr. Firestone possesses over 35 years of experience in the acute and non-acute healthcare sectors, where he has spent much of his tenure in strategy and partnership development, stakeholder collaboration and strategic consulting initiatives, working closely with integrated delivery networks, or IDNs, health systems, group purchasing organizations, or GPOs, and suppliers. Prior to joining the Company, Mr. Firestone established or co-founded various IDN and supply chain networking and education forums, co-founded two companies, Dermal Life, LLC and Mossberg Scientific, and held leadership positions with Mercy/ROi, a provider

EXECUTIVE OFFICERS *(continued)*

owned supply chain and GPO company and MedSpeed, a supply chain logistics and transportation company. Mr. Firestone attended the University of Toledo and the University of Michigan, where he studied Psychology and Business Administration.

Jeffrey Blizzard became President of TELA Bio in June 2025 after having previously served on the Company's Board. He was first appointed to the Board in June 2024 and served as a director of the Board and as a member of the Nominating and Corporate Governance Committee until his resignation in June 2025. From 2017 to June 2025, Mr. Blizzard served as the Global Head of Surgical Sales at Abiomed, a medical device technology company that operates as a stand-alone business within Johnson & Johnson's MedTech Segment. Prior to his current role, Mr. Blizzard was General Manager of Sales — CT Surgery, Heart Failure, ECMO, and National Director of Sales — CT Surgery/Heart Failure at Abiomed, where he led sales of Impella in the surgical market. Before joining Abiomed, Mr. Blizzard held senior sales leadership roles at renowned medical device companies such as Medtronic, HeartWare, Intuitive Surgical, and Boston Scientific. Mr. Blizzard currently serves on the Board of Directors of SANUWAVE Health, Inc., a medical technology company developing noninvasive, high-energy, and acoustic shock waves for regenerative medicine and other applications. He holds a B.A. degree in English Literature from Saint Michael's College.

Howard Langstein became Chief Medical Officer of TELA Bio in March 2026 after having previously served as Vice President of Medical Affairs and Surgeon Strategy at the Company since April 2024. Dr. Langstein is the former Chief of Plastic and Reconstructive Surgery at the University of Rochester Medical Center, serving in this role from 2005 to 2023. During that time, he held various leadership positions in the institution including, Vice President of Academic Affairs, Residency Program Director, Founding Director of the Wound Healing Center, and Medical Director of the Abdominal Wall Reconstruction Program at Strong Memorial Hospital. During his career, he has served in several leadership capacities, including President of the Northeastern Plastic Surgery Society, Chair of the Scientific Program Committee and Program Director of several regional and national meetings, and various other important committees. Prior to his tenure at the University of Rochester, Dr. Langstein was appointed as Associate Professor of Plastic Surgery at the University of Texas M. D. Anderson Cancer Center in Houston and Director of Graduate Medical Education Programs and a leader of the Microvascular Surgery and Complex Reconstruction Fellowship. Dr. Langstein completed a full General Surgery and Plastic Surgery Residency Program at New York University and Bellevue Hospital Center in New York, New York and was a Medical Staff Fellow at the National Cancer Institute. His fellowship training in Microvascular Surgery was completed at M. D. Anderson Cancer Center. Dr. Langstein received his M.D. from New York University School of Medicine and a B.S. degree in Microbiology from Cornell University.

EXECUTIVE COMPENSATION

This section discusses the material components of the executive compensation program for our named executive officers. In 2025, our named executive officers were Antony Koblisch, our Chief Executive Officer, Roberto Cuca, our Chief Operating Officer, Chief Financial Officer and Corporate Secretary, and Jeffrey Blizard, our President.

2025 SUMMARY COMPENSATION TABLE

The following table sets forth information concerning the compensation of our 2025 named executive officers during the fiscal years ended December 31, 2025 and December 31, 2024:

NAME AND PRINCIPAL POSITION	YEAR	SALARY (\$)	BONUS	STOCK AWARDS (\$) ⁽¹⁾	OPTION AWARDS (\$) ⁽²⁾	NON-EQUITY		TOTAL (\$)
						INCENTIVE PLAN COMPENSATION (\$) ⁽³⁾	ALL OTHER COMPENSATION (\$) ⁽⁴⁾	
Antony Koblisch <i>Chief Executive Officer⁽⁶⁾</i>	2025	639,467	—	405,280	595,680	326,128	3,000	1,969,555
	2024	617,800	—	547,925	547,401	389,215	3,000	2,105,341
Roberto Cuca <i>Chief Operating Officer, Chief Financial Officer and Corporate Secretary</i>	2025	484,981	—	155,040	227,936	164,894	3,000	1,035,851
	2024	468,579	—	206,444	206,484	196,800	3,000	1,081,307
Jeffrey Blizard <i>President⁽⁶⁾</i>	2025	277,083	150,000	159,867	235,085	94,208	36,472 ⁽⁷⁾	952,715
	2024	—	—	—	—	—	—	—

- (1) Amounts shown in this column do not reflect dollar amounts actually received by our named executive officers. Instead, these amounts reflect the aggregate grant date fair value of each restricted stock unit granted in 2025 determined in accordance with the provisions of FASB ASC Topic 718. The assumptions made in the calculation of these amounts are included in Note 9 of the Notes to the Consolidated Financial Statements included in our 2025 Annual Report.
- (2) Amounts shown in this column do not reflect dollar amounts actually received by our named executive officers. Instead, these amounts reflect the aggregate grant date fair value of each stock option, determined in accordance with the provisions of FASB ASC Topic 718. The assumptions made in the calculation of these amounts are included in Note 9 of the Notes to the Consolidated Financial Statements included in our 2025 Annual Report.
- (3) Amounts for Mr. Koblisch, Mr. Cuca and Mr. Blizard in 2025 represent annual incentives earned with respect to 2025 performance and were paid in March 2026 under our annual incentive program, as discussed in more detail below.
- (4) Amounts for Mr. Koblisch and Mr. Cuca (\$3,000) represent the Company's matching contributions under the 401(k) plan.
- (5) Previously, Mr. Koblisch served as our President from April 2012 to June 2025.
- (6) Mr. Blizard tendered his resignation from the Board on May 30, 2025, effective June 2, 2025. On May 30, 2025, the Board appointed Jeffrey Blizard as the new President of the Company, effective as of June 2, 2025. Mr. Blizard's compensation was not reflected in the Company's proxy statement for Fiscal Year 2024 as he was not one of the Company's highest three compensated named executive officers during that period.
- (7) Amounts represent (i) \$33,472 earned for his service as a director in 2025 prior to his appointment as President and (ii) \$3,000 of the Company's matching contributions under the 401(k) plan.

Elements of Compensation

The compensation of our named executive officers generally consists of base salary, annual incentive opportunities, long term incentive compensation in the form of equity awards and other benefits, as described below.

Base Salary

The base salary payable to each named executive officer is intended to provide a fixed component of compensation reflecting the executive's skill set, experience, role, responsibilities, and contributions. As of January 1, 2025, the annual base salary rates for Mr. Koblisch and Mr. Cuca were \$621,300 and \$471,235, respectively. As of June 2, 2025, the annual base salary for Mr. Blizard was \$475,000. Effective March 1, 2025, our Compensation Committee approved an increase to the annual base salary rate for Mr. Cuca to \$487,730 and our Board approved an increase to the annual base salary rate for Mr. Koblisch to \$643,100, in each case, reflecting ordinary salary increases of approximately 3.5%.

EXECUTIVE COMPENSATION *(continued)*

Annual Incentive Opportunities

Each of our named executive officers' performance-based annual incentive opportunity is expressed as a percentage of base salary that can be achieved at a target level by meeting predetermined corporate and individual performance objectives. The amount of each executive's target annual incentive opportunity is established in his employment agreement, which is subject to periodic adjustment.

The 2025 annual bonus for Mr. Koblish, Mr. Cuca and Mr. Blizard were targeted at 75%, 50% and 50% (with the target bonus for 2025 being pro-rated for Mr. Blizard), respectively, of their respective base salaries earned during 2025. For 2025, all named executive officers were eligible to earn their annual bonuses pursuant to the achievement of corporate and/or individual performance goals established by the Compensation Committee. These goals primarily included achievement of revenue and sales targets, controlling costs, establishment of in-house manufacturing capabilities and expansion of OviTex PRS indications and configurations and market access. Following a review of the Company's performance and the individual performance of each of our named executive officers, the Compensation Committee determined that each of Mr. Koblish, Mr. Cuca, and Mr. Blizard were entitled to 68 % of the target bonus earned for 2025. Based on review of the Company's and our named executive officers' performance, our Compensation Committee approved, and, in the case of Mr. Koblish, our Compensation Committee recommended and our Board approved 2025 annual cash bonuses to each of Mr. Koblish, Mr. Cuca and Mr. Blizard in an amount equal to \$326,128, \$164,894 and \$94,208 (pro-rated).

Long Term Equity Incentives

Our equity-based incentive awards are designed to align the interests of our stockholders with those of our named executive officers. Our Board or Compensation Committee, as applicable, approves equity grants to named executive officers. For more detail on our outstanding equity awards, including applicable vesting terms, please see the "Outstanding Equity Awards at 2025 Fiscal Year-End" table.

Stock option awards to our named executive officers generally vest 25% on the first anniversary of the grant date, with the remaining 75% vesting in equal monthly installments on the last day of each of the 36 calendar months immediately following the first anniversary of the grant date, subject to the named executive officer's continuous service through the relevant vesting dates. Restricted stock unit awards to our named executive officers generally vest in four equal annual installments beginning on the first anniversary of the grant date, subject to the named executive officer's continued service through the applicable vesting dates.

Other Benefits

We currently provide broad-based welfare benefits that are available to all of our employees, including our named executive officers, including health, dental, life, vision and disability insurance.

In addition, we maintain, and the named executive officers participate in, a 401(k) plan that provides eligible employees with an opportunity to save for retirement on a tax advantage basis and under which we are permitted to make discretionary employer contributions. Employees' pre-tax contributions are allocated to each participant's individual account and are then invested in selected investment alternatives according to the participant's directions. The 401(k) plan is intended to be qualified under Section 401(a) of the Internal Revenue Code, or the Code. We make a 401(k) employer plan matching contribution of 50% of an employee's elective deferral up to 6% of the employee's compensation with a cap of \$3,000 per year.

In addition, our eligible employees (including our named executive officers), may participate in our 2019 Employee Stock Purchase Plan, as amended, or the 2019 ESPP. The 2019 ESPP provides eligible employees with the opportunity to acquire our common stock through periodic payroll deductions, at a 15% discount to the market price. The 2019 ESPP is structured as a qualified employee stock purchase plan under Section 423 of the Code.

We do not maintain any defined benefit pension plans or nonqualified deferred compensation plans.

EQUITY GRANT TIMING

Grants to the executive officers are generally made at the Compensation Committee meeting each year, after results for the preceding fiscal year become available and after review and evaluation of each executive officer's performance,

EXECUTIVE COMPENSATION *(continued)*

which enables the Compensation Committee to consider both the prior year's performance and expectations for the succeeding year in making grant decisions. However, the Compensation Committee may make grants at any time during the year it deems appropriate.

During 2025, our Compensation Committee did not take into account any material nonpublic information when determining the timing and terms of equity awards, and we do not time the disclosure of such material nonpublic information for purposes of affecting the exercise price of such awards or the value of executive compensation. During 2025, we did not grant stock options to our NEOs during any period beginning four business days before and ending one business day after the filing or furnishing of a Form 10-Q, 10-K or 8-K that discloses material nonpublic information.

INSIDER TRADING POLICY

We have adopted an Insider Trading Policy governing the purchase, sale, and other dispositions of our securities by directors, officers, and employees that we believe are reasonably designed to promote compliance with insider trading laws, rules and regulations, and applicable Nasdaq listing standards. Our Insider Trading Policy states, among other things, that our directors, officers, and employees are prohibited from trading in such securities while in possession of material, nonpublic information. In addition, with regard to trading in our own securities, it is our policy to comply with the federal securities laws and the applicable exchange listing requirements. The foregoing summary of our insider trading policies and procedures does not purport to be complete and is qualified by reference to our Insider Trading Policy, which is filed as Exhibit 19.1 to our Annual Report on Form 10-K.

PLEDGING AND HEDGING POLICIES

Under the terms of our Insider Trading Policy, our executive officers and directors are prohibited from: trading in call or put options involving our securities and other derivative securities; engaging in short sales of our securities; holding our securities in a margin account; all forms of hedging or monetizing our transactions, such as zero-cost collars and forward sale contracts; and pledging company securities to secure margin or other loans.

CLAWBACK POLICY

We adopted a policy for recoupment of incentive compensation, or the Clawback Policy, in compliance with the requirements of the Dodd-Frank Act, final SEC rules and applicable Nasdaq listing standards, or the final clawback rules, which covers our current and former executive officers, including all of our NEOs. Under the Clawback Policy, in the event that we are required to prepare a restatement of our previously issued financial statements due to our material noncompliance with any financial reporting requirement under securities laws, we are required to recover (subject to certain limited exceptions described in the Clawback Policy and permitted under the final clawback rules) any cash or equity incentive-based compensation received by any current or former executive officer after the effective date of the Clawback Policy and in the three years prior to the date we are required to restate our financial statements that is in excess of the amount that would have been received based on the restated financial statements.

EXECUTIVE COMPENSATION *(continued)*

OUTSTANDING EQUITY AWARDS AT 2025 FISCAL YEAR-END

The following table sets forth information regarding the number of shares of common stock underlying outstanding plan awards held by each of our named executive officers as of December 31, 2025:

NAME	OPTION AWARDS ⁽¹⁾						STOCK AWARDS			
	GRANT DATE	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS (#)	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS (#)	EQUITY INCENTIVE PLAN AWARDS: NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS (#)	OPTION EXERCISE PRICE (\$)	OPTION EXPIRATION DATE	NUMBER OF SHARES OR UNITS OF STOCK THAT HAVE NOT VESTED (#) ⁽²⁾	MARKET VALUE OF SHARES OR UNITS OF STOCK THAT HAVE NOT VESTED (\$)	EQUITY INCENTIVE PLAN AWARDS: NUMBER OF UNEARNED SHARES, UNITS OR OTHER RIGHTS THAT HAVE NOT VESTED (#)	EQUITY INCENTIVE PLAN AWARDS: MARKET OR PAYOUT VALUE OF UNEARNED SHARES, UNITS OR OTHER RIGHTS THAT HAVE NOT VESTED (\$) ⁽³⁾
Antony Koblish	2/28/2018	40,696	—	—	5.93	2/28/2028	—	—	—	—
	11/7/2019	261,239	—	—	13.00	11/7/2029	—	—	—	—
	2/24/2021	63,600	—	—	16.99	2/24/2031	—	—	—	—
	2/24/2022	76,187	3,313	—	11.98	2/24/2032	11,625	13,718	—	—
	2/23/2023	68,070	28,030	—	10.50	2/23/2033	30,600	36,108	—	—
	3/2/2023	—	—	—	—	—	—	—	85,772	101,211
	2/23/2024	51,883	61,317	—	7.07	2/23/2034	58,125	68,588	—	—
	2/21/2025	—	219,000	—	2.72	2/21/2035	149,000	175,820	—	—
Roberto Cuca	9/27/2021	144,000	—	—	13.31	9/27/2031	—	—	—	—
	2/23/2022	25,491	1,109	—	11.75	2/23/2032	3,875	4,573	—	—
	2/23/2023	19,620	8,080	—	10.50	2/23/2033	8,850	10,443	—	—
	3/2/2023	—	—	—	—	—	—	—	24,764	29,222
	2/23/2024	19,570	23,130	—	7.07	2/23/2034	21,900	25,842	—	—
	2/21/2025	—	83,800	—	2.72	2/21/2035	57,000	67,260	—	—
Jeffrey Blizard	6/4/2024	4,650	4,650	—	5.71	6/4/2034	4,250	5,015	—	—
	5/28/2025	—	11,700	—	1.39	5/28/2035	7,950	9,381	—	—
	6/2/2025	—	154,100	—	1.42	6/2/2035	104,800	123,664	—	—

- (1) Each stock option award has the same vesting schedule, which provides for 25% of the award to vest on the first anniversary of the grant date and the remaining 75% of the award to vest in equal monthly installments on the last day of each of the 36 calendar months immediately following the first anniversary of the grant date, subject to the recipient's continuous service with us through the relevant vesting dates.
- (2) Each restricted stock unit award has the same vesting schedule, which provides for vesting of the award in four equal annual installments on each anniversary of the applicable grant date, subject to the recipient's continuous service with us through the relevant vesting dates. Each award is subject to full acceleration if the applicable named executive officer is terminated by us without "cause" or by the named executive officer for "good reason" within the 12-month period following a change of control pursuant to each executive's employment agreement, as discussed in more detail below.
- (3) The amounts shown in this column reflect the value of PSUs calculated by multiplying (i) the number of unvested and unearned shares of PSUs shares deliverable upon vesting and conversion of PSUs (at the threshold level of achievement) by (ii) the closing price of our Common Stock on Nasdaq on December 31, 2025, which was \$1.18 per share. The PSUs shall vest upon the achievement of certain annual revenue and gross margin goals, subject to the named executive officers' continued employment through the first to occur of

EXECUTIVE COMPENSATION *(continued)*

(i) December 31, 2026, or (ii) the closing of a change in control transaction. The PSUs shall vest at target upon a change in control transaction. Each PSU represents the right to receive one share of Common Stock upon vesting.

EMPLOYMENT AGREEMENTS

We have entered into employment agreements with each of our named executive officers. We have entered into employment agreements with each of our named executive officers. Each employment agreement sets forth the named executive officer's base salary and target annual bonus, which are subject to period adjustment, and eligibility to participate in the employee benefit plans, policies or arrangements maintained by us for our senior executive employees generally.

Severance Benefits Under the Employment Agreements

Under his employment agreement, if Mr. Koblisch's employment is terminated by us without "cause," as defined below, or by Mr. Koblisch for "good reason," as defined below, and such determination does not occur within the 12-month period following a "change of control," as defined below, Mr. Koblisch will be eligible to receive the following payments and benefits, subject to Mr. Koblisch's execution and nonrevocation of a general release of claims and continued compliance with his restrictive covenant obligations:

- All accrued and unpaid base salary through the termination date, payable when such base salary would otherwise be paid according to our usual payroll practices;
- Any accrued and unpaid annual bonus for the year preceding the year in which the termination occurred, payable when such annual bonus would have otherwise been paid;
- 12 months of base salary continuation; and
- 12 months continued provision of health, dental, and vision insurance.

If Mr. Koblisch's employment is terminated by us without "cause" or by Mr. Koblisch for "good reason" within the 12-month period following a change of control, Mr. Koblisch will be eligible to receive the following payments and benefits, subject to Mr. Koblisch's execution and nonrevocation of a general release of claims and continued compliance with his restrictive covenant obligations:

- All accrued and unpaid base salary through the termination date, payable when such base salary would otherwise be paid according to our usual payroll practices;
- Any accrued and unpaid annual bonus for the year preceding the year in which the termination occurred, payable when such annual bonus would have otherwise been paid;
- 18 months of base salary continuation;
- 18 months continued provision of health, dental, and vision insurance;
- Payment of an amount equal to 150% of his then current target bonus, payable in installments over the 18-month period following his termination of employment;
- Payment of a pro-rated portion of the annual bonus that Mr. Koblisch would have earned for the year of termination (based on actual performance) had he remained employed, payable at the same time annual bonuses are paid generally to other executives of the Company for the relevant year; and
- Acceleration in full of the vesting and exercisability of his then outstanding equity awards; provided that for any awards that vest in whole or in part based on the attainment of performance-vesting conditions, only the service-vesting conditions (if any) of such award shall be deemed satisfied, while the performance-vesting conditions of such award shall remain eligible to be achieved based upon actual performance over the remainder of the applicable performance period.

Under their respective employment agreements, if Mr. Cuca's or Mr. Blizard's employment is terminated by us without "cause," or by the executive for "good reason," and such termination does not occur within the 12-month

EXECUTIVE COMPENSATION *(continued)*

period following a “change of control,” the executive will be eligible to receive, subject to his execution and nonrevocation of a general release of claims and continued compliance with his restrictive covenant obligations, severance benefits that are substantially similar to the severance benefits provided to Mr. Koblisch under such circumstances, with the exception that the continuation period for salary and health, dental and vision insurance would be nine months rather than 12 months.

If Mr. Cuca’s or Mr. Blizzard’s employment is terminated by us without “cause” or by the executive for “good reason” within the 12-month period following a change of control, the executive will be entitled to severance benefits that are substantially similar to the severance benefits provided to Mr. Koblisch under such circumstances, including the equity acceleration described above, with the exception that the continuation period for salary and health, dental and vision insurance would be 12 months rather than 18 months and the executive would be entitled to a payment of an amount equal to 100% of his then current bonus target payable in installments over the 12-month period following his termination of employment, rather than 150% of his then current target bonus payable over 18-months.

For purposes of each of the employment agreements:

- “cause” means (i) indictment, commission of, or the entry of a plea of guilty or no contest to, (A) a felony or (B) any crime (other than a felony) that causes us or our affiliates public disgrace or disrepute, or adversely affects our or our affiliates’ operations or financial performance or the relationship we have with our affiliates, customers and suppliers, (ii) commission of an act of gross negligence, willful misconduct, fraud, embezzlement, theft or material dishonesty with respect to us or any of our affiliates, (iii) a breach of the executive’s fiduciary duty of loyalty to us or any of our affiliates, (iv) alcohol abuse or use of controlled substances (other than prescription drugs taken in accordance with a physician’s prescription), (v) material breach of any agreement with us or any of our affiliates, including the employment agreement, (vi) a material breach of any of our policies regarding employment practices, or (vii) refusal to perform the lawful directives of our Board, if not cured within 30 days following receipt by the executive from us of written notice thereof.
- “good reason” generally means one or more of the following: (i) a material reduction in title, duties, authority or responsibilities, (ii) a material breach by us of the employment agreement, (iii) a material reduction in base salary or target annual incentive opportunity (excluding certain across-the-board salary reductions) and to which the executive has not given written consent, or (iv) any requirement following a change in control that the executive be based 50 miles or more from the facility where the executive is based prior to the change of control.
- “change of control” generally means: (i) any sale, of all or substantially all of our assets or (ii) our acquisition by another entity by means of any transaction (including a series of related transactions, but excluding our sale of securities for the purpose of raising additional capital) whereby our stockholders of record immediately prior to such transaction hold, immediately after such transactions, 50% or less of the voting power of the surviving or acquiring entity.

PAY VERSUS PERFORMANCE

In accordance with rules adopted by the Securities and Exchange Commission pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, we provide the following disclosure regarding executive compensation for our principal executive officer (“PEO”) and Non-PEO named executive officers (“Non-PEO NEOs”), and Company performance for the fiscal years listed below. The Compensation Committee did not consider the pay versus performance disclosure below in making its pay decisions for any of the years shown. For further information concerning the Company’s variable pay-for-performance philosophy and how the Company aligns executive compensation with the Company’s performance, refer to “Executive Compensation.”

EXECUTIVE COMPENSATION *(continued)*

YEAR	SUMMARY COMPENSATION TABLE TOTAL FOR PEO ⁽¹⁾ (\$)	COMPENSATION ACTUALLY PAID TO PEO ⁽¹⁾⁽²⁾⁽³⁾ (\$)	AVERAGE SUMMARY COMPENSATION TABLE TOTAL FOR NON-PEO NEOs ⁽¹⁾ (\$)	AVERAGE COMPENSATION ACTUALLY PAID TO NON-PEO NEOs ⁽¹⁾⁽²⁾⁽³⁾ (\$)	VALUE OF INITIAL FIXED \$100 INVESTMENT BASED ON TSR (\$) ⁽⁴⁾	NET INCOME (\$ MILLIONS)
2025	1,969,555	889,039	995,641	706,187	10.26	(38.8)
2024	2,105,341	883,291	948,961	536,749	26.26	(37.8)
2023	2,366,371	1,164,751	1,011,199	550,486	57.57	(46.7)

(1) Anthony Koblisch was our PEO for each year presented. The individuals comprising the Non-PEO NEOs for each year presented are listed below.

2023	2024	2025
Robert Cuca	Robert Cuca	Robert Cuca
Paul Talmo	Paul Talmo	Jeffrey Blizzard

- (2) The amounts shown for “Compensation Actually Paid” have been calculated in accordance with Item 402(v) of Regulation S-K and do not reflect compensation actually earned, realized, or received by the PEO or the Non-PEO NEOs. The dollar amounts reported are the amounts of total compensation reported for our PEO and Non-PEO NEOs for each corresponding year in the “Total” column of the Summary Compensation Table, with certain adjustments as described in footnote 3 below.
- (3) Compensation Actually Paid reflects the exclusions and inclusions of certain amounts for the PEO and the Non-PEO NEOs as set forth below. Equity values are calculated in accordance with FASB ASC Topic 718. Amounts in the Exclusion of Stock Awards and Option Awards column are the totals from the Stock Awards and Option Awards columns set forth in the Summary Compensation Table.

YEAR	SUMMARY COMPENSATION TABLE TOTAL FOR PEO (\$)	EXCLUSION OF STOCK AWARDS FOR PEO (\$)	INCLUSION OF EQUITY VALUES FOR PEO (\$)	COMPENSATION ACTUALLY PAID TO PEO (\$)
2025	1,969,555	(1,000,960)	(79,556)	889,039
2024	2,105,341	(1,095,326)	(126,724)	883,291
2023	2,366,371	(1,334,847)	133,227	1,164,751

YEAR	AVERAGE SUMMARY COMPENSATION TABLE TOTAL FOR NON-PEO NEOs (\$)	AVERAGE EXCLUSION OF STOCK AWARDS AND OPTION AWARDS FOR NON-PEO NEOs (\$)	AVERAGE INCLUSION OF EQUITY VALUES FOR NON-PEO NEOs (\$)	AVERAGE COMPENSATION ACTUALLY PAID TO NON-PEO NEOs (\$)
2025	995,641	(388,964)	99,510	706,187
2024	948,961	(324,494)	(87,718)	536,749
2023	1,011,199	(375,977)	(84,736)	550,486

EXECUTIVE COMPENSATION *(continued)*

YEAR	YEAR-END FAIR VALUE OF EQUITY AWARDS GRANTED DURING YEAR THAT REMAINED UNVESTED AS OF LAST DAY OF YEAR FOR PEO (\$)	CHANGE IN FAIR VALUE FROM LAST DAY OF PRIOR YEAR TO LAST DAY OF YEAR OF UNVESTED EQUITY AWARDS FOR PEO (\$)	VESTING-DATE FAIR VALUE OF EQUITY AWARDS GRANTED DURING YEAR THAT VESTED DURING YEAR FOR PEO (\$)	CHANGE IN FAIR VALUE FROM LAST DAY OF PRIOR YEAR TO VESTING DATE OF UNVESTED EQUITY AWARDS THAT VESTED DURING YEAR FOR PEO (\$)	FAIR VALUE AT LAST DAY OF PRIOR YEAR OF EQUITY AWARDS FORFEITED DURING YEAR FOR PEO (\$)	TOTAL-INCLUSION OF EQUITY VALUES FOR PEO (\$)
2025	323,973	(302,298)	0	(101,231)	0	(79,556)
2024	436,711	(486,651)	0	(76,784)	0	(126,724)
2023	803,641	(492,040)	0	(178,374)	0	133,227

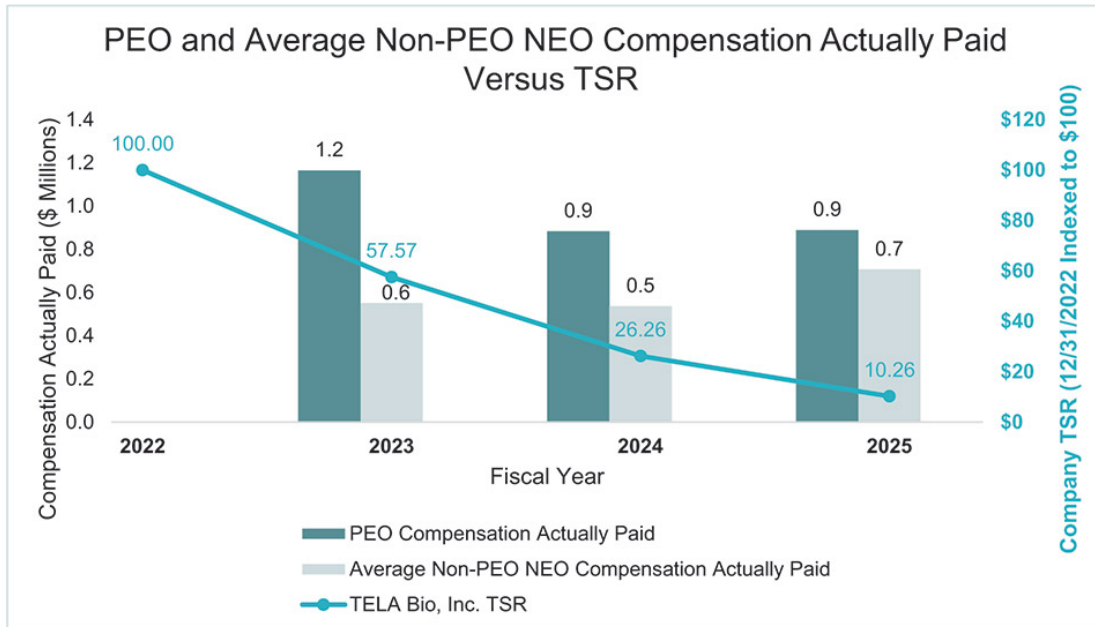
YEAR	AVERAGE YEAR-END FAIR VALUE OF EQUITY AWARDS GRANTED DURING YEAR THAT REMAINED UNVESTED AS OF LAST DAY OF YEAR FOR NON-PEO NEOs (\$)	AVERAGE CHANGE IN FAIR VALUE FROM LAST DAY OF PRIOR YEAR TO LAST DAY OF YEAR OF UNVESTED EQUITY AWARDS FOR NON-PEO NEOs (\$)	AVERAGE VESTING-DATE FAIR VALUE OF EQUITY AWARDS GRANTED DURING YEAR THAT VESTED DURING YEAR FOR NON-PEO NEOs (\$)	AVERAGE CHANGE IN FAIR VALUE FROM LAST DAY OF PRIOR YEAR TO VESTING DATE OF UNVESTED EQUITY AWARDS THAT VESTED DURING YEAR FOR NON-PEO NEOs (\$)	AVERAGE FAIR VALUE AT LAST DAY OF PRIOR YEAR OF EQUITY AWARDS FORFEITED DURING YEAR FOR NON-PEO NEOs (\$)	TOTAL-AVERAGE INCLUSION OF EQUITY VALUES FOR NON-PEO NEOs (\$)
2025	189,437	(60,622)	0	(29,305)	0	99,510
2024	129,326	(168,865)	0	(48,179)	0	(87,718)
2023	226,483	(241,156)	0	(70,063)	0	(84,736)

- (4) Assumes \$100 was invested in the Company for the period starting December 31, 2022, through the end of the listed year. Historical stock performance is not necessarily indicative of future stock performance.

EXECUTIVE COMPENSATION *(continued)*

Relationship Between PEO and Non-PEO NEO Compensation Actually Paid and Company Total Shareholder Return ("TSR")

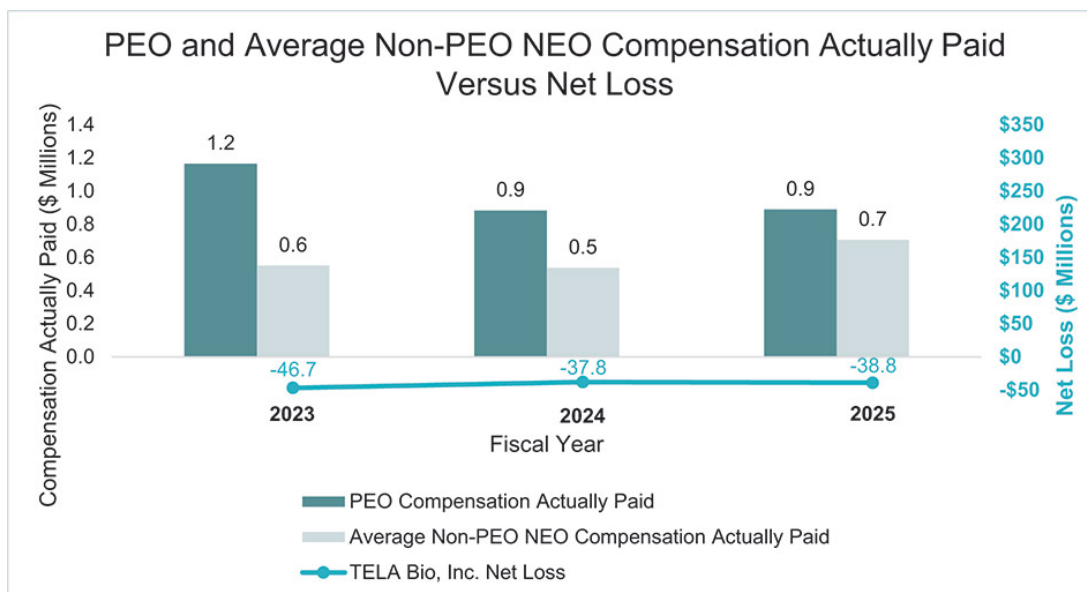
The following chart sets forth the relationship between Compensation Actually Paid to our PEO, the average of Compensation Actually Paid to our Non-PEO NEOs, and the Company's cumulative TSR over the two most recently completed fiscal years.



EXECUTIVE COMPENSATION *(continued)*

Relationship Between PEO and Non-PEO NEO Compensation Actually Paid and Net Loss

The following chart sets forth the relationship between Compensation Actually Paid to our PEO, the average of Compensation Actually Paid to our Non-PEO NEOs, and our Net Loss during the two most recently completed fiscal years.



All information provided above under the “Pay Versus Performance” heading will not be deemed to be incorporated by reference in any filing of our Company under the Securities Act of 1933, as amended, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Since January 1, 2024, we have engaged in the following transactions with our directors, executive officers, holders of more than 5% of our voting securities, and affiliates or immediate family members of our directors, executive officers, and holders of more than 5% of our voting securities. We believe that all of these transactions were on terms as favorable as could have been obtained from unrelated third parties.

Sale of Distribution Rights to NIVIS[®] Fibrillar Collagen Pack

In March 2024, we sold our distribution rights for NIVIS Fibrillar Collagen Pack to MiMedx Group, Inc., or MiMedx, in exchange for an initial \$5.0 million payment and additional future payments aggregating between a minimum of \$3.0 million and a maximum of \$7.0 million based on net sales of NIVIS over the next two years. As of the date of such transaction, EW Healthcare Partners 2-UGP, LLC (or certain of its affiliates) beneficially owned approximately 16.7% of our common stock and 19.3% of the common stock of MiMedx. To our knowledge, EW Healthcare Partners 2-UGP, LLC had no other direct or indirect interest in the transaction outside of its ownership interest in each of the parties.

The Board has nominated Joseph Capper for election as a Class I director at the Annual Meeting, to serve for a three-year term expiring at our 2029 Annual Meeting of Stockholders. Mr. Capper is the current chief executive officer of MiMedx and a member of the board and was in these positions during the negotiations and execution of this transaction. Mr. Capper is not expected to qualify as an independent director under applicable Nasdaq listing rules. During the fiscal years ended December 31, 2024 and 2025, we recognized \$5,440,000 and \$1,294,000, respectively, of cash proceeds in connection with our agreement with MiMedx.

2024 Public Offering

In October 2024, we completed an underwritten offering of 14,670,000 shares of our common stock, including full exercise of the underwriters' overallotment option, resulting in net proceeds of approximately \$42.9 million after deducting underwriting discounts, commissions and other offering expenses. Mr. Koblisch, Mr. Cuca, Mr. Talmo, Mr. Firestone and Dr. Langstein, each an executive officer of our company, participated in the offering and paid \$199,998 for 88,888 shares of common stock, \$144,999 for 64,444 shares of common stock, \$49,999.50 for 22,222 shares of common stock, \$14,998.50 for 6,666 shares of common stock and \$9,999 for 4,444 shares of common stock, respectively.

Other Transactions

We have entered into various employment-related agreements with our executive officers that, among other things, provide for compensatory and certain change in control benefits. For a description of these agreements and arrangements with our named executive officers, see the section titled "Executive Compensation — Employment Agreements."

We have also granted stock options and restricted stock units to our named executive officers and directors. For a description of these awards, see the sections titled "Director Compensation" and "Executive Compensation."

Indemnification Agreements

We have entered or intend to enter into indemnification agreements with each of our directors and officers. These indemnification agreements may require us, among other things, to indemnify our directors and officers for some expenses, including attorneys' fees, judgments, fines and settlement amounts incurred by a director or officer in any action or proceeding arising out of his or her service as one of our directors or officers, or any of our subsidiaries or any other company or enterprise to which the person provides services at our request.

POLICIES AND PROCEDURES FOR RELATED PERSON TRANSACTIONS

Our Board has adopted a written Related Party Transaction Policy that governs the review and approval of related party transactions. This Related Party Transaction Policy covers any transaction, arrangement or relationship, or

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS *(continued)*

any series of similar transactions, arrangements or relationships, in which we were or are to be a participant, where the amount involved exceeds \$120,000 and a related person had or will have a direct or indirect material interest. Pursuant to the Related Party Transaction Policy, if we want to enter into a transaction with a related party or an affiliate of a related party, the Audit Committee will review the proposed transaction to determine, based on applicable rules of Nasdaq and the SEC, whether such transaction requires approval by the Audit Committee. If approval is required, the proposed transaction will be reviewed at the next regular meeting of the Audit Committee, and we may not enter into a related party transaction unless the Audit Committee has specifically confirmed in writing that either no further reviews are necessary or that all requisite corporate reviews have been obtained. In reviewing and approving any such transactions, our Audit Committee is tasked to consider all relevant facts and circumstances with respect to the transaction and shall evaluate all available options, including ratification, revision or termination of the transaction. The Audit Committee will not approve or ratify a transaction with a related party unless it has determined, upon consideration of all relevant information, that the transaction is in, or not inconsistent with, the best interests of the Company or its stockholders. All of the transactions described under “Certain Relationships and Related Party Transactions” in this Proxy Statement occurred prior to or concurrently with the adoption of the Related Party Transaction Policy and as such, these transactions were not subject to the approval and review procedures set forth in the policy. However, these transactions were reviewed and approved by our Board.

EQUITY COMPENSATION PLAN INFORMATION

PLAN CATEGORY	NUMBER OF SECURITIES TO BE ISSUED UPON EXERCISE OF OUTSTANDING OPTIONS AND OTHER RIGHTS (A)	WEIGHTED- AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS AND OTHER RIGHTS ⁽¹⁾ (B)	NUMBER OF SECURITIES REMAINING AVAILABLE FOR FUTURE ISSUANCE UNDER EQUITY COMPENSATION PLANS (EXCLUDING SECURITIES REFLECTED IN COLUMN (A)) (C)
Equity compensation plans approved by security holders ⁽²⁾	2,315,956 ⁽³⁾	\$8.56	4,176,114 ⁽⁴⁾
Equity compensation plans not approved by security holders ⁽⁵⁾	356,903	\$8.98	—
Total	2,672,859	\$8.62	4,176,114

- (1) Represents the weighted-average exercise price of outstanding stock options and does not include restricted stock units.
- (2) These plans consist of our TELA Bio, Inc. 2012 Stock Incentive Plan, or 2012 Plan, TELA Bio, Inc. Amended and Restated 2019 Equity Incentive Plan, or 2019 Plan, and our 2019 ESPP.
- (3) Does not include purchase rights accruing under the 2019 ESPP because the purchase right (and therefore the number of shares to be purchased) will not be determined until the end of the purchase period.
- (4) As of December 31, 2025, (i) 3,667,106 shares remained available for future issuance under our 2019 Plan and (ii) 509,008 shares remained available for future issuance under our 2019 ESPP (which number includes shares subject to purchase during the current purchase period, which commenced on August 1, 2025, and the exact number of which will not be known until the end of the purchase period on January 31, 2026, but which number excludes the annual evergreen increase described below). No shares remained available for future issuance under the 2012 Plan as of December 31, 2024. Our 2019 ESPP has an evergreen provision that allows for an annual increase in the number of shares available for issuance under the 2019 ESPP to be added on or about December 1, 2020 and on each anniversary of such date thereafter prior to the termination of the 2019 Plan, in an amount equal to the lesser of (i) 107,887 shares of Common Stock, (ii) 1% of the shares of Common Stock outstanding on the final day of the immediately preceding calendar year, and (iii) such smaller number of shares of Common Stock as determined by the Board.
- (5) Reflects grants of stock options and restricted stock units that were “inducement grants” as defined under Nasdaq Listing Rule 5635(c)(4). Inducement grants vest on substantially the same terms as the Company’s standard executive non-qualified stock option award agreement or restricted stock unit award agreement, as applicable, and otherwise will be subject to substantially similar terms and conditions as those established under the 2019 Plan although not granted thereunder.

Other information with respect to this item is set forth in this Proxy Statement under the headings “Security Ownership of Certain Beneficial Owners and Management,” “Executive Compensation,” and “Director Compensation,” and is incorporated herein by reference.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the beneficial ownership of common stock as of April 24, 2026, except to the extent indicated otherwise in the footnotes, by (a) each person known by us to be the beneficial owner of more than 5% of the outstanding shares of common stock, (b) each named executive officer identified in the “2025 Summary Compensation Table” above, (c) each director and nominee for director, and (d) all executive officers and directors as a group.

The percentage of common stock outstanding is based on 44,765,928 shares of our common stock outstanding as of April 24, 2026. For purposes of the table below, and in accordance with the rules of the SEC, we deem shares of common stock subject to options that are currently exercisable or exercisable within 60 days of April 24, 2026 to be outstanding and to be beneficially owned by the person holding the options or warrants for the purpose of computing the percentage ownership of that person, but we do not treat them as outstanding for the purpose of computing the percentage ownership of any other person. Except as otherwise noted, each of the persons or entities in this table has sole voting and investing power with respect to all of the shares of common stock beneficially owned by them, subject to community property laws, where applicable. Except as otherwise noted below, the street address of each beneficial owner is c/o TELA Bio, Inc., 1 Great Valley Parkway, Suite 24, Malvern, PA 19355.

NAME OF BENEFICIAL OWNER	SHARES BENEFICIALLY OWNED	
	NUMBER OF SHARES	PERCENTAGE
Greater than 5% Stockholders		
Entities associated with EW Healthcare Partners, LLC ⁽¹⁾	7,714,709	17.2%
Laurence W. Lytton ⁽²⁾	2,865,305	6.4%
Stonepine Capital Management, LLC ⁽³⁾	2,352,032	5.3%
Nantahala Capital Management, LLC ⁽⁴⁾	5,111,588	11.4%
North Run Capital, LP ⁽⁵⁾	2,662,785	5.9%
SilverArc Capital Management, LLC ⁽⁶⁾	2,647,512	5.9%
Named Executive Officers, Directors and Director Nominees		
Antony Koblish ⁽⁷⁾	1,113,867	2.4%
Roberto Cuca ⁽⁸⁾	379,755	*
Jeffrey Blizard ⁽⁹⁾	94,308	*
Kurt Azarbarzin ⁽¹⁰⁾	93,518	*
Federica O’Brien ⁽¹¹⁾	74,721	*
Vince Burgess ⁽¹²⁾	79,927	*
Doug Evans ⁽¹³⁾	74,721	*
William Plovanic ⁽¹⁴⁾	3,412	*
Betty Jo Rocchio ⁽¹⁵⁾	3,412	*
Joseph Capper	—	*
All executive officers, directors and director nominees as a group (13 persons)	2,364,119	5.1%

* Less than 1%

- (1) Consists of (i) 3,031,617 shares of common stock held by EW Healthcare Partners 2, L.P. (“EWHP”) and (ii) 4,683,092 shares of common stock held by EW Healthcare Partners 2-A, L.P. (“EWHPA”) and, together with EWHP, the “Funds”), which is based on a Schedule 13G/A filed with the SEC on November 17, 2025. EW Healthcare Partners 2 GP, L.P. (“EWHP2 GP”) is the general partner of each of the Funds. EW Healthcare Partners 2-UGP, LLC (“EWHP2 General Partner”) and, together with EWHP2 GP, the “General Partners”) is the general partner of EWHP2 GP. Each of the General

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT *(continued)*

Partners may be deemed to have beneficial ownership over the shares of common stock held by the Funds. EWH2 GP exercises investment and voting power through a management committee comprised of Martin P. Sutter, R. Scott Barry, Ronald Eastman and Petri Vainio. The business address for the Funds and the General Partners is 21 Waterway Avenue, Suite 225, The Woodlands, Texas 77380.

- (2) Consists of 2,865,305 shares of common stock held by Laurence W. Lytton, which is based on a Schedule 13G/A filed with the SEC on November 14, 2025. The business address for Lytton is 467 Central Park West, New York, NY 10025.
- (3) Consists of 2,352,032 shares of common stock, which is based on a Form 13F filed with the SEC on February 13, 2026 by Stonepine Capital Management, LLC (“Stonepine”). The business address for Stonepine is 919 NW Bond Street, Suite 204 Bend, OR 97703.
- (4) Consists of 5,111,588 shares of common stock held by Nantahala Capital Management, LLC (“Nantahala”), which is based on a Schedule 13G/A filed with the SEC on May 7, 2025. Nantahala may be deemed to be the beneficial owner of 5,111,588 shares of common stock held by funds and separately managed accounts under its control, and as the managing members of Nantahala, each of Wilmot B. Harkey and Daniel Mack may be deemed to be a beneficial owner of those shares of common stock. The business address for Nantahala is 130 Main St. 2nd Floor, New Canaan, CT 06840.
- (5) Consists of 3,682,489 shares of common stock held by North Run Capital, LP, which is based on a Schedule 13G/A filed with the SEC on May 30, 2025. North Run Capital, LP, a Delaware limited partnership (the “Investment Manager”), North Run Advisors, LLC, a Delaware limited liability company (“North Run”), North Run — Due North Partners, LP, a Delaware limited partnership (“Due North”), North Run GP, LP, a Delaware limited partnership (the “GP”), Todd B. Hammer, Thomas B. Ellis and Michael Bosco (collectively, the “Reporting Persons”). The Investment Manager is the investment manager of certain private pooled investment vehicles, including Due North. Todd B. Hammer, Thomas B. Ellis and Michael Bosco are the limited partners of Due North. The business address of the Investment Manager, North Run, Due North, the GP and the Reporting Persons is 867 Boylston St., 5th Floor #1361, Boston, MA 02116.
- (6) Consists of 2,647,512 shares of common stock, which is based on a Form 13F filed with the SEC on February 12, 2026 by SilverArc Capital Management, LLC (“SilverArc”). The business address of SilverArc is 20 Park Plaza, 4th Floor, Boston, MA 02116.
- (7) Consists of (i) 396,285 shares of common stock; (ii) 436 shares of common stock issuable upon exercise of warrants to purchase common stock; and (iii) 717,146 shares of common stock issuable pursuant to options that are exercisable within 60 days of April 24, 2026.
- (8) Consists of (i) 136,444 shares of common stock; and (ii) 243,311 shares of common stock issuable pursuant to options that are exercisable within 60 days of April 24, 2026.
- (9) Consists of (i) 2,125 shares of common stock; (ii) 50,225 shares of common stock issuable upon the vesting of restricted stock units within 60 days of April 24, 2026 and (iii) 41,958 shares of common stock issuable pursuant to options that are exercisable within 60 days of April 24, 2026.
- (10) Consists of (i) 10,520 shares of common stock; (ii) 7,950 shares of common stock issuable upon the vesting of restricted stock units within 60 days of April 24, 2026 and (iii) 75,048 shares of common stock issuable pursuant to options that are exercisable within 60 days of April 24, 2026.
- (11) Consists of (i) 10,520 shares of common stock; (ii) 7,950 shares of common stock issuable upon the vesting of restricted stock units within 60 days of April 24, 2026 and (iii) 56,251 shares of common stock issuable pursuant to options that are exercisable within 60 days of April 24, 2026.
- (12) Consists of (i) 15,380 shares of common stock; (ii) 7,950 shares of common stock issuable upon the vesting of restricted stock units within 60 days of April 24, 2026 and (iii) 56,597 shares of common stock issuable pursuant to options that are exercisable within 60 days of April 24, 2026.
- (13) Consists of (i) 10,520 shares of common stock; (ii) 7,950 shares of common stock issuable upon the vesting of restricted stock units within 60 days of April 24, 2026 and (iii) 56,251 shares of common stock issuable pursuant to options that are exercisable within 60 days of April 24, 2026.
- (14) Consists of (i) 3,412 shares of common stock issuable pursuant to options that are exercisable within 60 days of April 24, 2026.
- (15) Consists of (i) 3,412 shares of common stock issuable pursuant to options that are exercisable within 60 days of April 24, 2026.

ITEMS TO BE VOTED ON

PROPOSAL 1: ELECTION OF CLASS I DIRECTORS FOR A THREE-YEAR TERM EXPIRING IN 2029

At the Annual Meeting, our stockholders will vote on the election of three Class I director nominees named in this Proxy Statement as directors, each to serve until our 2029 Annual Meeting of Stockholders or until their respective successors are elected and qualified. Our Board has unanimously nominated Joseph Capper, William Plovanic and Betty Jo Rocchio for election to our Board at the Annual Meeting.

Each of the nominees has agreed to be named and to serve, and we expect each nominee to be able to serve if elected. If any nominee is unable to serve, the Nominating and Corporate Governance Committee will recommend to our Board a replacement nominee. The Board may then designate the other nominee to stand for election. If you voted for the unavailable nominee, your vote will be cast for his or her replacement.

OUR BOARD UNANIMOUSLY RECOMMENDS STOCKHOLDERS VOTE **FOR** THE
ELECTION OF JOSEPH CAPPER, WILLIAM PLOVANIC AND BETTY JO ROCCHIO.



ITEMS TO BE VOTED ON *(continued)*

PROPOSAL 2: RATIFICATION OF APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2026

The Audit Committee of the Board has appointed and engaged KPMG to serve as our independent registered public accounting firm to audit the consolidated financial statements of the Company and our subsidiaries for the 2026 fiscal year, and to perform audit-related services. KPMG has served as our independent registered public accounting firm since 2013.

Stockholders are hereby asked to ratify the Audit Committee's appointment of KPMG as our independent registered public accounting firm for the 2026 fiscal year.

The Audit Committee is solely responsible for selecting our independent auditors. Although stockholder ratification of the appointment of KPMG to serve as our independent registered public accounting firm is not required by law or our organizational documents, the Board has determined that it is desirable to seek stockholder ratification as a matter of good corporate governance in view of the critical role played by independent registered public accounting firms in maintaining the integrity of financial controls and reporting. If the stockholders do not ratify the appointment of KPMG, the Audit Committee will reconsider its selection and whether to engage an alternative independent registered public accounting firm.

Representatives of KPMG are expected to virtually attend the Annual Meeting where they will be available to respond to appropriate questions and, if they desire, to make a statement.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE **FOR** THE RATIFICATION
OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
FOR THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2026.



ITEMS TO BE VOTED ON *(continued)*

PROPOSAL 3: APPROVAL, ON A NON-BINDING ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

This proposal covers a non-binding advisory vote on the compensation of our named executive officers, commonly known as a “Say-on-Pay” vote. Under the Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act, and Section 14A of the Exchange Act, our stockholders are entitled to vote to approve, on an advisory basis, the compensation of our named executive officers as disclosed in this proxy statement in accordance with SEC rules. Although this is a non-binding advisory vote, because we value the opinion of our stockholders, our Board and our Compensation Committee will consider the outcome of the “Say-on-Pay” vote described in this Proposal No. 3, as well as feedback received throughout the year, when making compensation determinations for our executive officers in the future.

This vote is not intended to address any specific item of compensation, but rather the overall compensation our named executive officers and the philosophy, policies and practices described in this proxy statement. The compensation of our named executive officers subject to the vote is disclosed under the “Executive Compensation” section, the 2025 Summary Compensation Table, and the related narrative disclosure that accompanies the compensation tables contained in this proxy statement. Our Board and our Compensation Committee believe that these policies and practices are effective in implementing our compensation philosophy and in achieving our compensation program goals. Compensation of our named executive officers is designed to enable us to attract and retain talented and experienced executives to lead us successfully in a competitive environment. Accordingly, we are asking our stockholders to approve, on a non-binding, advisory basis, the compensation of the Company’s named executive officers, as disclosed in this proxy statement.

This vote is advisory, and therefore not binding on us, the Board of Directors, or our compensation committee. However, our Board and Compensation Committee value your opinion and intend to consider the outcome of the vote when making compensation decisions in the future.

A majority of the votes properly cast FOR this proposal is required to approve, on an advisory basis, the compensation of our named executive officers. Shares that are voted “abstain” and broker non-votes, if any, will have no effect on the outcome of this proposal.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE **FOR** THE APPROVAL, ON A NON-BINDING ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.



ITEMS TO BE VOTED ON *(continued)*

PROPOSAL 4: APPROVAL OF AN AMENDMENT TO THE AMENDED AND RESTATED 2019 EQUITY INCENTIVE PLAN TO, AMONG OTHER THINGS, INCREASE THE AUTHORIZED SHARES ISSUABLE UNDER THE 2019 PLAN BY 3,500,000 SHARES

Overview

On April 8, 2026, or the Board Approval Date, our Board approved Amendment No. 2 to the TELA Bio, Inc. Amended and Restated 2019 Equity Incentive Plan, or the 2019 Plan Amendment, subject to stockholder approval, and directed that the 2019 Plan Amendment be submitted to our stockholders for their approval. The 2019 Plan Amendment, if approved by stockholders, will amend the current TELA Bio, Inc. Amended and Restated 2019 Equity Incentive Plan, as amended (the “2019 Plan”).

The terms of the 2019 Plan previously provided that, subject to certain adjustments, the maximum number of shares of Company common stock issuable under the plan was equal to: 7,432,620 shares of our common stock.

If the 2019 Plan Amendment is approved by stockholders, the number “7,432,620” in clause (i) in the preceding paragraph will be replaced with 10,932,620, representing an increase by 3,500,000 shares of Company common reserved for issuance under the plan. To date in 2026, 1,980,285 shares of the Company’s common stock has been granted under the 2019 Plan. The 2019 Plan Amendment will also extend the term of the 2019 Plan through the 10th anniversary of the Board Approval Date.

If this proposal is not approved by our stockholders, the 2019 Plan Amendment will not become effective and the 2019 Plan will remain in effect in accordance with its present terms. A copy of the 2019 Plan Amendment is attached to this proxy statement as Appendix A.

Need for Additional Shares

We believe our future success depends in part on our ability to attract, motivate, and retain high-quality officers, employees, consultants, advisors, and directors, and that the ability to provide additional equity-based awards under the 2019 Plan is critical to achieving this success. As of March 31, 2026, 1,758,109 shares remain available for future equity awards. If the 2019 Plan Amendment is not approved, it may jeopardize the Compensation Committee’s ability to achieve these objectives. The use of equity as part of our compensation program is also important to our continued success, because equity compensation aligns the interests of our officers, employees, directors and other grantees with the interests of our stockholders and promotes a focus on long-term value creation. Recent market volatility may lead to our use of more shares of our common stock to provide equity awards of sufficient value. In addition, without sufficient equity awards available to effectively attract, motivate and retain employees, we would be forced to consider cash replacement alternatives to provide a market-competitive total compensation package necessary to attract, retain and motivate the individual talent critical to the future success of our company. These cash replacement alternatives would then reduce the cash available for operations and other purposes.

The following table provides certain additional information regarding our equity incentive program and include awards granted under all of our equity incentive plans:

	AS OF MARCH 31, 2026
Total number of shares subject to outstanding stock options	3,543,623
Weighted-average exercise price of outstanding stock options	6.54
Weighted-average remaining term of outstanding stock options	7.11
Total number of shares subject to outstanding full value awards ⁽¹⁾	2,024,383
Total number of shares available for grant under the 2019 Plan ⁽²⁾	1,758,109
Total number of ordinary shares outstanding	44,765,928

(1) A “full value award” is an award other than a stock option or stock appreciation right.

ITEMS TO BE VOTED ON *(continued)*

- (2) As of March 31, 2026, there were no shares available for grant under any of our equity incentive plans other than the 2019 Plan.

Summary of Material Features of the 2019 Plan Amendment

The following is a summary of the material features of the 2019 Plan, as amended by the 2019 Plan Amendment, which is qualified in its entirety by reference to the actual text of the 2019 Plan as amended by the 2019 Plan Amendment (attached hereto as Appendix A).

Administration

The 2019 Plan authorizes our Board to appoint a committee to administer and interpret the 2019 Plan; however, in its sole discretion, our Board may at any time and from time to time exercise any and all rights and duties of the committee except with respect to matters which under applicable law are required to be determined in the sole discretion of the committee. Our Board directors has designated our Compensation Committee to administer and interpret the plan. Except when limited by the terms of the 2019 Plan, our Compensation Committee has the authority to, among other things: select the individuals to whom awards are granted; determine the type of award to be granted; determine the number of shares, if any, to be covered by each award; establish the other terms and conditions of each award; approve forms of agreements for use under the 2019 Plan; and modify or amend each award. To the extent permitted by applicable law, our Compensation Committee may delegate to one or more of our officers the authority to grant awards to participants who are not subject to the requirements of Section 16 of the Exchange Act and the rules and regulations thereunder.

Eligibility

2019 Plan participants are selected by our Compensation Committee, in their discretion, from among our employees, directors, consultants, and other service providers, or those of our affiliates; provided, however, that only employees of ours, or any parent or subsidiary of ours, are eligible to receive incentive stock options (ISOs). As of March 31, 2026, we and our affiliates had 215 employees, 6 directors, no consultants and no other service providers.

Shares of Our Common Stock Available for Issuance

Subject to certain adjustments, the maximum number of shares of common stock that may be issued under the 2019 Plan in connection with awards, or 2019 Plan Limit, is equal to 7,432,620 shares, all of which may be issued in respect of ISOs.

Any shares of common stock issued under the 2019 Plan may consist, in whole or in part, of authorized and unissued shares of our common stock or treasury shares. Any shares of our common stock issued by us through the assumption or substitution of outstanding grants in connection with the acquisition of another entity will not reduce the 2019 Plan Limit.

In the event of any corporate event or transaction such as a merger, consolidation, reorganization, recapitalization, stock split, reverse stock split, split up, spin-off, combination of shares, exchange of shares, stock dividend, dividend in kind, or other like change in capital structure (other than ordinary cash dividends) to our stockholders, or other similar corporate event or transaction that affects our shares of common stock, our Compensation Committee shall make appropriate adjustments or substitutions in the number and kind of shares that may be issued under the 2019 Plan, the number and kind of shares subject to outstanding awards, the exercise price, or base price applicable to outstanding awards, and/or any other affected terms and conditions of the 2019 Plan or outstanding awards, in each case as it determines appropriate and equitable.

Shares of our common stock subject to awards that expire, terminate, or are cancelled or forfeited for any reason (including, for avoidance of doubt, awards issued under the 2019 Plan before its amendment and restatement), will again be available for grant under the 2019 Plan. Notwithstanding the foregoing, the following shares of our common stock subject to an award that expire, terminate, or are cancelled or forfeited for any reason will not again be available for grant under the 2019 Plan: (i) shares of our common stock subject to an award that are tendered or held back upon an exercise of a stock option or a settlement of an award to cover the exercise price or tax

ITEMS TO BE VOTED ON *(continued)*

withholding of such stock option or award, and (ii) shares of our common stock subject to stock appreciation rights (SARs) that are not issued in connection with the stock settlement of the SARs upon their exercise. In the event of a repurchase on the open market of our common stock subject to an award, such common stock will not be again available for grant under the 2019 Plan.

Non-employee directors (in their capacity as such) may not be granted cash compensation or any awards under the 2019 Plan in excess of (i) \$1,000,000 in the first calendar year such individual becomes a non-employee director and (ii) \$750,000 in any other calendar (with the value of any equity awards based on the grant date fair value of such awards).

Types of Awards

The 2019 Plan provides for the grant of the following equity-based and cash-based incentive awards to participants: (i) stock options, (ii) stock appreciation rights (SARs), (iii) restricted stock, (iv) restricted stock units (RSUs), and (v) cash or other stock based awards.

Stock Options

An option entitles the holder to purchase from us a stated number of shares of our common stock. An ISO may only be granted to an employee of ours or our eligible affiliates. Our Compensation Committee will specify the number of shares of our common stock subject to each option, the vesting conditions, and the exercise price for such option, provided that the exercise price may not be less than the fair market value of a share of our common stock on the date the option is granted. Notwithstanding the foregoing, if ISOs are granted to any 10% stockholder, the exercise price shall not be less than 110% of the fair market value of our common stock on the date the option is granted.

Generally, options may be exercised in whole or in part through a cash payment. Our Compensation Committee may, in its sole discretion, permit payment of the exercise price of an option in the form of previously acquired shares of our common stock based on the fair market value of such shares on the date the option is exercised or through means of “net settlement”, which involves the cancellation of a portion of the option to cover the cost of exercising the balance of the option.

All options shall be exercisable in accordance with the terms of the applicable award agreement. Our Compensation Committee may provide in the terms of the applicable award agreement that the participant may exercise the unvested portion of an option in whole or in part in exchange for restricted stock subject to the same vesting terms as the portion of the option so exercised and such additional terms and conditions as determined by our Compensation Committee. The maximum term of an option shall be determined by our Compensation Committee on the date of grant but shall not exceed 10 years (5 years in the case of ISOs granted to any 10% stockholder). In the case of ISOs, the aggregate fair market value (determined as of the date of grant) of our common stock with respect to which such ISOs become exercisable for the first time during any calendar year cannot exceed \$100,000. ISOs granted in excess of this limitation will be treated as non-qualified stock options.

Stock Appreciation Rights

A stock appreciation right represents the right to receive, upon exercise, any appreciation in a specified number of shares of our common stock over a particular time period. Our Compensation Committee will specify the terms of each stock appreciation right, including the number of shares of our common stock subject thereto, the vesting conditions, and the base price; provided that the base price of a stock appreciation right shall not be less than the fair market value of a share of our common stock on the date of grant. The maximum term of a stock appreciation right shall be determined by our Compensation Committee on the date of grant, but shall not exceed 10 years. Distributions with respect to stock appreciation rights may be made in cash, shares of our common stock, or a combination of both, at our Compensation Committee’s discretion.

Effect of Termination of Service on Options or SARs

Unless otherwise provided by our Compensation Committee at or after grant, any portion of an option or stock appreciation right that is not exercisable at the time of termination of service shall expire and automatically be

ITEMS TO BE VOTED ON *(continued)*

forfeited on the termination date. If a participant terminates service with us (or our affiliates) due to death or disability, the participant's unexercised options and stock appreciation rights may be exercised, to the extent they were exercisable on the termination date, for a period expiring (i) at such time as may be specified by our Compensation Committee at or after grant, (ii) if not specified by our Compensation Committee at or after grant, twelve months from the termination date, or (iii) if sooner, the expiration of the stated term. If a participant terminates service with us (or our affiliates) for cause (as defined in the 2019 Plan) or if a participant resigns at a time that there was a cause basis for the participant's termination, (a) all unexercised options and stock appreciation rights (whether vested or unvested) shall expire and automatically be forfeited on the termination date, and (b) any shares of our common stock in respect of exercised options or stock appreciation rights for which we have not yet delivered share certificates will be forfeited and we will refund to the participant the option exercise price paid for those shares, if any. If a participant terminates service with us (or our affiliates) for any other reason, any vested but unexercised options and stock appreciation rights may be exercised by the participant, to the extent exercisable at the time of termination, for a period expiring (x) at such time as may be specified by our Compensation Committee at or after grant, (y) if not specified by our Compensation Committee at or after grant, 90 days from the termination date, or (z) if sooner, the expiration of the stated term.

Restricted Stock

A restricted stock award is a grant of shares of our common stock, which are subject to forfeiture restrictions during a restriction period. Our Compensation Committee will determine the price, if any, to be paid by the participant for each share of our common stock subject to a restricted stock award. If the specified vesting conditions are not attained, the participant will forfeit the portion of the restricted stock award with respect to which those conditions are not attained, and the underlying shares of our common stock will be forfeited to us. At the end of the restriction period, if the vesting conditions have been satisfied, the restrictions imposed will lapse with respect to the applicable number of shares. During the restriction period, a participant will have the right to vote shares of restricted stock and receive dividends with respect to restricted stock, provided that our Compensation Committee may specify that any such dividends are subject to the same vesting schedule as restricted stock in respect of which the dividends are paid. Unless otherwise provided in an award agreement or determined by our Compensation Committee, upon a termination of service, a participant will forfeit any portion of the participant's restricted stock awards that then remains subject to forfeiture restrictions.

Restricted Stock Units

An RSU represents a right to receive, on the achievement of specified vesting conditions, an amount equal to the fair market value (at the time of distribution) of one share of our common stock. An RSU may be settled in shares of our common stock, cash, or a combination of both, at the discretion of our Compensation Committee. Unless otherwise provided in an award agreement or determined by our Compensation Committee, upon a termination of service, a participant will forfeit all of the participant's RSUs that then remain subject to forfeiture.

Cash or Other Stock Based Awards

Cash or other stock based awards (including awards to receive unrestricted shares of our common stock or immediate cash payments) may be granted to participants. Our Compensation Committee will determine the terms and conditions of each such award, including, as applicable, the term, any exercise or purchase price, performance goals, vesting conditions and other terms and conditions. Payment in respect of a cash or other stock based award may be made in cash, shares of our common stock, or a combination of both, at the discretion of our Compensation Committee.

Change in Control

Upon or in anticipation of a change in control (as defined in the 2019 Plan), our Compensation Committee may, on a participant-by-participant basis: (i) cause any or all outstanding awards to become vested and immediately exercisable (as applicable), in whole or in part; (ii) cause any outstanding option or stock appreciation right to become fully vested and immediately exercisable for a reasonable period in advance of the change in control and, to the extent not exercised prior to that change in control, cancel that option or stock appreciation right upon closing

ITEMS TO BE VOTED ON *(continued)*

of the change in control; (iii) cancel any unvested award or unvested portion thereof, with or without consideration; (iv) cancel any award in exchange for a substitute award; (v) redeem any restricted stock or RSU for cash and/or other substitute consideration with value equal to the fair market value of an unrestricted share of our common stock on the date of the change in control; (vi) cancel any outstanding option or stock appreciation right with respect to all shares of our common stock for which the award remains unexercised in exchange for a cash payment equal to the excess (if any) of the fair market value of the shares of our common stock subject to the option or stock appreciation right over the exercise or base price of the option or stock appreciation right (and if the fair market value does not exceed the exercise or base price of the award, cancel the award without payment of any consideration); and/or (vii) take such other action as our Compensation Committee shall determine to be reasonable under the circumstances. In the discretion of our Compensation Committee, any cash or substitute consideration payable upon cancellation of an award may be subject to vesting terms substantially identical to those that applied to the cancelled award immediately prior to the change in control, or to earn-out, escrow, holdback or similar arrangements, to the extent such arrangements are applicable to any consideration paid to stockholders in connection with the change in control.

Repricing

Neither our Board nor our Compensation Committee may, without obtaining prior approval of our stockholders: (i) implement any cancellation/re-grant program pursuant to which outstanding options or stock appreciation rights under the 2019 Plan are cancelled and new options or stock appreciation rights are granted in replacement with a lower exercise or base price per share; (ii) cancel outstanding options or stock appreciation rights under the 2019 Plan with an exercise or base price per share in excess of the then current fair market value per share for consideration payable in cash or in our equity securities; or (iii) otherwise directly reduce the exercise or base price in effect for outstanding options or stock appreciation rights under the 2019 Plan.

Miscellaneous

Generally, awards granted under the 2019 Plan shall be nontransferable except by will or by the laws of descent and distribution. No participant shall have any rights as a stockholder with respect to shares of our common stock covered by options, stock appreciation rights or RSUs, unless and until such awards are settled in shares of our common stock of common stock.

Amendment

The 2019 Plan may be amended at any time by our Board, subject to stockholder approval to the extent required by applicable law or exchange listing requirements. Under current Nasdaq rules, stockholder approval is required for “material” plan amendments, such as: (i) a material increase in the number of shares issuable under the plan (other than to reflect a reorganization, stock split, merger, spinoff or similar transaction); (ii) an extension of the duration of a plan; (iii) a material expansion of the class of participants eligible to participate in the plan; and (iv) an expansion in the types of awards issuable under the plan.

Term of the Plan

If Amendment No. 2 to the 2019 Plan is approved at the 2026 Annual Meeting, the 2019 Plan will terminate on April 8, 2036.

Federal Income Tax Consequences Relating to Awards Under the 2019 Plan

Certain Federal Income Tax Consequences of the 2019 Plan.

The following is a brief summary of the principal federal income tax consequences of awards under the 2019 Plan. The summary is based upon current federal income tax laws and interpretations thereof, all of which are subject to change at any time, possibly with retroactive effect. The summary is not intended to be exhaustive and, among other things, does not describe state, local or foreign tax consequences.

ITEMS TO BE VOTED ON *(continued)*

Incentive Stock Option.

A participant does not recognize taxable income either at the time of grant or at the time of exercise of an incentive stock option. However, upon exercise, the difference between the fair market value of the shares and the exercise price is treated as an item of tax adjustment for purposes of the alternative minimum tax. If a participant does not dispose of shares acquired through the exercise of an incentive stock option in a “disqualifying disposition” (i.e., no disposition occurs within two years from the date of grant nor within one year from the date of exercise of that incentive stock option), then the participant will be taxed only upon the sale of such shares, and any gain then realized will be taxable as long term capital gain.

The Company will not receive any tax deduction on the exercise of an incentive stock option or, if the above holding requirements are met, on the sale of the underlying shares. If there is a disqualifying disposition (i.e., one of the holding period requirements is not met), the participant will be treated as receiving compensation subject to ordinary income tax in the year of the disqualifying disposition and the Company will be entitled to a deduction for compensation expense in an amount equal to the amount included in income by the participant. The participant generally will be required to include in income an amount equal to the difference between the fair market value of the shares at the time of exercise and the exercise price. Any appreciation in value after the time of exercise will be taxed as capital gain and will not result in any deduction for the Company.

Nonqualified Stock Option.

If nonqualified stock options are granted to a participant, there are no federal income tax consequences at the time of grant. Upon exercise of the option, the participant must report as ordinary income an amount equal to the difference between the exercise price and the fair market value of the shares on the date of exercise. The Company will then generally be entitled to a congruent and contemporaneous tax deduction. Any subsequent appreciation in the value of the shares will be taxed at the applicable capital gains rate when the shares are sold and will not result in any deduction for the Company.

Stock Appreciation Right.

No income will be realized by the participant in connection with the grant of any SAR. The participant must include in ordinary income the amount of cash received or the fair market value on the date of issuance of any shares received upon the exercise of a SAR. The Company will then generally be entitled to a congruent and contemporaneous tax deduction.

Restricted Stock.

Except as described in the following paragraph, a grant of restricted stock does not constitute a taxable event for either a participant or the Company. However, the participant will be subject to tax, at ordinary income rates, based on the fair market value of the shares when they are no longer subject to a substantial risk of forfeiture or they become transferable. The Company will then generally be entitled to a congruent and contemporaneous tax deduction. Any subsequent appreciation in the value of the shares will be taxed at the applicable capital gains rate when the shares are sold and will not result in any deduction for the Company.

A participant may elect to recognize taxable ordinary income at the time restricted stock is awarded in amount equal to the fair market value of the shares at the time of grant, determined without regard to any forfeiture restrictions. Any such election must be filed with the IRS and the Company within 30 days following the date of grant and must be filed with the federal income tax return for the taxable year in which such award occurs. If such an election is made, the Company will be entitled to a deduction at that time in the same amount. Any subsequent appreciation in the value of the shares will be taxed at the applicable capital gains rate when the shares are sold and will not result in any deduction for the Company.

Restricted Stock Units.

If a participant is granted a RSU, he or she will not be required to recognize any taxable income at the time of grant. Upon distribution of shares or cash in respect of a RSU, the fair market value of those shares or the amount of that cash will be taxable to the participant as ordinary income and the Company will then generally be entitled to a

ITEMS TO BE VOTED ON *(continued)*

congruent and contemporaneous tax deduction. Any subsequent appreciation in the value of shares received will be taxed at the applicable capital gains rate when the shares are sold and will not result in any deduction for the Company.

Other Awards.

The payment of cash or the issuance of unrestricted shares in settlement of any other 2019 Plan award will generally give rise to ordinary income, at the time of payment or issuance, equal to the amount of cash paid or the value of the shares issued. The Company will generally be entitled to a congruent and contemporaneous tax deduction. Any subsequent appreciation in the value of any shares received will be taxed at the applicable capital gains rate when the shares are sold and will not result in any deduction for the Company.

Code Section 162(m).

Section 162(m) of the Code limits a public company's federal income tax deductions to \$1,000,000 per year for compensation paid to certain current or former executive officers. Our ability to claim otherwise available tax deductions for 2019 Plan awards may be limited by this law.

Excess Parachute Payments.

The issuance, vesting or settlement of 2019 Plan awards in connection with a change in effective control or change in a substantial portion of our assets, when considered together with other transaction-related payments, may cause part or all of the consideration involved to be treated as "excess parachute payments" under Section 280G the Code, which may subject the participant to a 20% excise tax and preclude deduction by the Company.

Stock Price Information

As of March 31, 2026, the closing price per share of Company's common stock was \$0.62.

New Plan Benefits

Because the grant of awards under the 2019 Plan, as amended by the 2019 Plan Amendment, is at the discretion of the Compensation Committee and our Board of Directors, we cannot determine the dollar value or number of shares of common stock that will in the future be received by or allocated to any participant in the 2019 Plan.

Plan Benefits

In accordance with SEC rules, the following table lists all options granted to the individuals and groups indicated below since the adoption of the 2019 Plan:

	NUMBER OF SHARES SUBJECT TO STOCK OPTIONS
Antony Koblisch <i>Chief Executive Officer</i>	1,093,639
Roberto Cuca <i>Chief Operating Officer, Chief Financial Officer and Corporate Secretary</i>	253,471
Jeffrey Blizard <i>President</i>	302,100
All Executive Officers as a group (6 persons)	2,240,382
All current directors who are not executive officers as a group	272,885
Each nominee for election as a director (not including current directors)	—
Each associate of any such directors, executive officers or nominees	—
Each other person who received 5% of such options	—
All employees, including all current officers who are not executive officers, as a group	3,726,393

ITEMS TO BE VOTED ON *(continued)*

Vote Required and Board of Directors' Recommendation

The affirmative vote of a majority of votes cast is required to approve the 2019 Plan Amendment. Abstentions and broker non-votes will not be taken into account in determining the outcome of the proposal.

The Board of Directors unanimously recommends voting "FOR" Proposal No. 4 to approve the 2019 Plan Amendment.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE **FOR** THE APPROVAL OF AN AMENDMENT TO THE AMENDED AND RESTATED 2019 EQUITY INCENTIVE PLAN TO, AMONG OTHER THINGS, INCREASE THE AUTHORIZED SHARES ISSUABLE UNDER THE 2019 PLAN BY 3,500,000 SHARES.



ITEMS TO BE VOTED ON *(continued)*

PROPOSAL 5: APPROVAL OF THE ADJOURNMENT OF THE ANNUAL MEETING TO THE EXTENT THERE ARE INSUFFICIENT VOTES AT THE ANNUAL MEETING TO APPROVE PROPOSAL 4

In the event that the number of shares of common stock present virtually or represented by proxy at the Annual Meeting and voting “FOR” the adoption of Proposal 4 in this Proxy Statement are insufficient to approve such proposals, we may move to adjourn the Annual Meeting in order to enable us to solicit additional proxies in favor of the adoption of such proposals. If our stockholders approve this proposal, we could adjourn the Annual Meeting without a vote on Proposal 4 to solicit additional proxies and/or to seek to convince stockholders to change their votes in favor of such proposals. If the adjournment is for more than thirty days, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the Annual Meeting.

For the avoidance of doubt, any proxy authorizing the adjournment of the Annual Meeting shall also authorize successive adjournments thereof, at any meeting so adjourned, to the extent necessary for us to solicit additional proxies in favor of the adoption of such proposals.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE **FOR** THE APPROVAL OF THE ADJOURNMENT OF THE ANNUAL MEETING TO THE EXTENT THERE ARE INSUFFICIENT VOTES AT THE ANNUAL MEETING TO APPROVE PROPOSAL 4.



OTHER INFORMATION

OTHER MATTERS

The Annual Meeting is called for the purposes set forth in the Notice. Our Board does not know of any other matters to be considered by the stockholders at the Annual Meeting, other than the matters described in the Notice. However, the enclosed proxy confers discretionary authority on the persons named in the proxy card with respect to matters that may properly come before the Annual Meeting and that are not known to our Board at the date this Proxy Statement was printed. It is the intention of the persons named in the proxy card to vote in accordance with their best judgment on any such matter.

REQUIREMENTS FOR SUBMISSION OF STOCKHOLDER PROPOSALS FOR NEXT YEAR'S ANNUAL MEETING

Stockholders intending to present a proposal to be considered for inclusion in the proxy statement for our 2027 Annual Meeting of Stockholders must submit a proposal that is received at our principal executive offices no later than December 31, 2026, which is the 120th day prior to the first anniversary we released this Proxy Statement to our stockholders for the 2026 Annual Meeting of Stockholders. If we change the date of the 2027 Annual Meeting of Stockholders by more than 30 days from the anniversary of this year's Annual Meeting, stockholder proposals must be received no later than the close of business on the tenth day following the day on which notice of the meeting was mailed or public disclosure of the date of the meeting was made, whichever occurs first in order to be considered for inclusion in our proxy statement. Proposals must be sent via registered, certified, or express mail (or other means that allows the stockholder to determine when the proposal was received by the Secretary) to our Corporate Secretary at TELA Bio, Inc., 1 Great Valley Parkway, Suite 24, Malvern, PA 19355. Proposals must contain the information required under our Bylaws, a copy of which is available upon request to our Secretary, and also must comply with the SEC's regulations regarding the inclusion of stockholder proposals in Company-sponsored proxy materials.

Stockholders intending to present a proposal or nominate a director for election at our 2026 Annual Meeting of Stockholders without having the proposal or nomination included in our Proxy Statement must comply with the requirements set forth in our Bylaws. Our Bylaws require, among other things, that the Secretary of the Company receive the proposal or nomination, in writing at 1 Great Valley Parkway, Suite 24, Malvern, PA 19355, no earlier than the close of business on the 120th day, and no later than the close of business on the 90th day, prior to the first anniversary of the preceding year's annual meeting. Accordingly, for our 2027 Annual Meeting of Stockholders, our Corporate Secretary must receive the proposal or nomination no earlier than February 9, 2027 and no later than the close of business on March 11, 2027. However, if we change the date of the 2027 Annual Meeting of Stockholders by more than 30 days before or 60 days after the anniversary of this year's Annual Meeting, stockholder proposals must be received no later than the close of business on the later of the 90th day prior to the scheduled date of the meeting and the tenth day following the day on which public notice of the meeting was first made. Proposals must contain the information required under our Bylaws, a copy of which is available upon request to our Corporate Secretary. If the stockholder does not meet the applicable deadlines or comply with the requirements of SEC Rule 14a-4, we may exercise discretionary voting authority under proxies we solicit to vote, in accordance with our best judgment, on any such proposal.

In addition, to comply with the universal proxy rules, stockholders intending to solicit proxies in support of director nominees other than the Company's nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act in the timeline provided under our Bylaws.

STOCKHOLDER COMMUNICATIONS TO THE BOARD

Stockholders and other interested parties may communicate with the Board by writing to the Corporate Secretary, TELA Bio, Inc., 1 Great Valley Parkway, Suite 24, Malvern, PA 19355. Communications intended for a specific director or directors should be addressed to their attention to the Corporate Secretary at the address provided above. Communications received from stockholders are forwarded directly to Board members as part of the materials mailed in advance of the next scheduled Board meeting following receipt of the communications. The Board has authorized the Corporate Secretary, in his or her discretion, to forward communications on a more

OTHER INFORMATION *(continued)*

expedited basis if circumstances warrant or to exclude a communication if it is illegal, unduly hostile or threatening, or similarly inappropriate. Advertisements, solicitations for periodical or other subscriptions, and other similar communications generally will not be forwarded to the directors.

AVAILABILITY OF MATERIALS

Our 2025 Annual Report, including the financial statements and financial statement schedules, has been filed with the SEC and provides additional information about us, which is incorporated by reference herein. It is available on the Internet at www.telabio.com and is available in paper form (other than exhibits thereto) by first class mail or other equally prompt means to beneficial owners of our common stock, without charge, upon written request to Corporate Secretary, TELA Bio, Inc., 1 Great Valley Parkway, Suite 24, Malvern, PA 19355. In addition, it is available to beneficial and record holders of our common stock at www.edocumentview.com/TELA.

APPENDIX A

TELA BIO, INC.

AMENDMENT NO. 2 TO

AMENDED AND RESTATED 2019 EQUITY INCENTIVE PLAN

WHEREAS, the Board of Directors of TELA Bio, Inc., a Delaware corporation (the “**Company**”) approved and adopted the Amended and Restated 2019 Equity Incentive Plan (the “**2019 Plan**”) of the Company on April 20, 2020;

WHEREAS, the Board of Directors and the stockholders of the Company approved and adopted that certain Amendment No. 1 to Amended and Restated 2019 Equity Incentive Plan of the Company on May 28, 2025; and

WHEREAS, the Board of Directors and the stockholders of the Company have determined that it is in the best interest of the Company to further amend the 2019 Plan as set forth in this Amendment No. 2 (this “**2019 Plan Amendment**”).

NOW, THEREFORE, the 2019 Plan is amended as follows:

1. Amendment of the 2019 Plan

1.01. Section 3(a) of the 2019 Plan is hereby amended and restated in its entirety to read as follows:

“(a) Shares Subject to the Plan. Subject to adjustments as provided in Section 3(c) of the Plan, the maximum number of shares that may be issued in respect of Awards under the Plan is 10,932,620 Shares (the “Plan Limit”), all of which Shares may be issued in respect of Incentive Stock Options. Any Shares issued hereunder may consist, in whole or in part, of authorized and unissued Shares or treasury shares. Any Shares issued by the Company through the assumption or substitution of outstanding grants in connection with the acquisition of another entity shall not reduce the maximum number of Shares available for delivery under the Plan. Notwithstanding anything to the contrary in this Plan, the value of all Awards awarded (under this Plan and all other cash compensation paid by the Company) to any Participant in his or her capacity as a Non-Employee Director in any single calendar year shall not exceed \$1,000,000 in the first calendar year an individual becomes a Non-Employee Director and (ii) \$750,000 in any other calendar year. For the purpose of this limitation, the value of any Award shall be its grant date fair value, as determined in accordance with ASC Topic 718 or successor provision but excluding the impact of estimated forfeitures related to service-based vesting provisions.”

1.02. Section 12 of the 2019 Plan is hereby amended and restated in its entirety to read as follows:

“Prohibition on Repricing Programs. Neither the Committee nor the Board shall (i) implement any cancellation/re-grant program pursuant to which outstanding Options or Stock Appreciation Rights under the Plan are cancelled and new Options or Stock Appreciation Rights are granted in replacement with a lower exercise or base price per share, (ii) cancel outstanding Options or Stock Appreciation Rights under the Plan with exercise prices or base prices per share in excess of the then current Fair Market Value per Share for consideration payable in cash or in equity securities of the Company or (iii) otherwise directly reduce the exercise price or base price in effect for outstanding Options or Stock Appreciation Rights under the Plan, without in each such instance obtaining stockholder approval.”

1.03. Section 19 of the 2019 Plan is hereby amended and restated in its entirety to read as follows:

“Section 19. Term of the Plan. Unless the Plan shall theretofore have been terminated in accordance with Section 11, the Plan shall terminate on the 10-year anniversary of April 8, 2026, and no Awards under the Plan shall thereafter be granted.”

APPENDIX A *(continued)*

2. Miscellaneous

2.01. Effect. Except as amended hereby, the 2019 Plan as amended, shall remain in full force and effect.

2.02. Defined Terms. All capitalized terms used but not specifically defined herein shall have the same meanings given such terms in the 2019 Plan unless the context clearly indicates or dictates a contrary meaning.

2.03. Governing Law. This Amendment shall be governed by and construed in accordance with the laws and judicial decisions of the State of Delaware, without regard to the application of the principles of conflict of laws.

ADOPTED BY BOARD OF DIRECTORS: April 8, 2026

APPROVED BY STOCKHOLDERS: [•], 2026



Your vote matters - here's how to vote!

You may vote online or by phone instead of mailing this card.

Online

Go to www.envisionreports.com/TELA or scan the QR code – login details are located in the shaded bar below.



Phone

Call toll free 1-800-652-VOTE (8683) within the USA, US territories and Canada



Save paper, time and money!

Sign up for electronic delivery at www.envisionreports.com/TELA

Using a black ink pen, mark your votes with an X as shown in this example. Please do not write outside the designated areas.



2026 Annual Meeting Proxy Card

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

A Proposals – The Board of Directors recommend a vote FOR all the nominees listed and FOR Proposals 2, 3, 4 and 5.

1. Election of Directors:

01 - Joseph Capper

02 - Betty Jo Rocchio

03 - William Plovanic



Mark here to vote FOR all nominees

Mark here to WITHHOLD vote from all nominees

For All EXCEPT - To withhold authority to vote for any nominee(s), write the name(s) of such nominee(s) below.

2. To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal year ending December 31, 2026.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. To approve, on a non-binding, advisory basis, the compensation of the Company's named executive officers.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

4. To approve an amendment to the TELA Bio, Inc. Amended and Restated 2019 Equity Incentive Plan, as amended, to increase the authorized shares issuable thereunder by 3,500,000 shares.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

5. To approve an adjournment of the Annual Meeting to the extent there are insufficient votes at the Annual Meeting to approve Proposal 4.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

B Authorized Signatures – This section must be completed for your vote to count. Please date and sign below.

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) – Please print date below.

/ /

Signature 1 – Please keep signature within the box.

Signature 2 – Please keep signature within the box.



1 U P X





2026 Annual Meeting Admission

2026 Annual Meeting of TELA Bio, Inc.

June 9, 2026, 10:00 a.m. E.S.T.

This year's annual meeting will be conducted online.
Please visit the website <https://event.accessnewswire.com/tela-2026>
to register to attend the virtual meeting.

We encourage you to access and review all of the important information contained in the proxy materials before voting.
The 2025 Annual Report and Proxy Statement are available at www.envisionreports.com/TELA

	<p>Small steps make an impact.</p> <p>Help the environment by consenting to receive electronic delivery, sign up at www.envisionreports.com/TELA</p>	
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▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

TELA Bio, Inc. +

Notice of 2026 Annual Meeting of Stockholders

Proxy Solicited by Board of Directors for Annual Meeting – June 9, 2026

Antony Koblisch & Roberto Cuca, or any of them, each with the power of substitution, are hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the Annual Meeting of Stockholders of TELA Bio, Inc. to be held on June 9, 2026 or at any postponement or adjournment thereof.

Shares represented by this proxy will be voted by the stockholder. If no such directions are indicated, the Proxies will have authority to vote FOR all the nominees listed and FOR Proposals 2, 3, 4 and 5.

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

(Items to be voted appear on reverse side)

C Non-Voting Items

Change of Address – Please print new address below.

Comments – Please print your comments below.

