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# Letter from the Chair of the Board

## Dear Reader,

At Straumann Group, we are proud to have a strong commitment to sound corporate governance and a long-term perspective in our decision-making. Our stewardship is focused on supporting the decisions necessary to build a sustainable and long-lasting company. In 2023, 5% more shareholders decided to invest in the Group which we see as a great signal of trust in our company.

### Stewardship and independence

The Board takes its responsibility to its shareholders very seriously and considers independence to be essential. To ensure effective Board work, it is important to maintain continuity by incorporating in-depth knowledge of the industry and company. The Board also strives to maintain an entrepreneurial spirit and retain members with a successful track record. Three of the eight Board members are women.

**“The company is in a strong position, with a clear strategy**

As announced, Olivier Filliol joined the Board in 2023 and as Beat Lüthi left the Board, Petra Rumpf became the new Vice Chair. Marco Gadola was elected to chair the Human Resources & Compensation Committee (HRCC).

After dedicating over 25 years to Straumann Group and achieving numerous milestones, I feel that it is the right time for me to step down this year. Currently, the Group has established itself as a global leader in dental specialties, particularly in implant dentistry.

The company is in a strong position, with a clear strategy and a competent CEO and Executive Management Board. Our long-term strategy has laid out the next steps for sustainable development and digital transformation. I am confident in leaving my position, knowing that Petra Rumpf, a highly skilled industry expert and dedicated leader at Straumann Group, is being considered for the role of Chair. Her extensive industry knowledge, strategic expertise, and deep understanding of digital transformation make her the ideal candidate to guide Straumann Group into its next phase of growth.

### Sustainability transitioned to Sustainability, Technology and Innovation Committee (STIC)

It has always been important to us to build a strategy that supports a sustainable long-lasting business. To anchor sustainability even more deeply in everything we do, we recognize that accountability for sustainability must be led from the top. Following the transition from the ESG Task Force into the existing committees, sustainability has been fully integrated into the Board governance as of 2023 - please find more information in the sustainability letter (see p. 45). In accordance with the Swiss Code of Obligations, the required elements of the non-financial report under Article 964b will be submitted for approval to the shareholders in the Annual General Meeting 2024.

**“We follow a clear purpose and strategy with a long-term perspective**

### Conclusion

Our mandate, on behalf of our shareholders and in line with our aspirations, is to reinforce our clear purpose and support our coherent strategy with a long-term perspective. Our approach to governance, the commitment and involvement of our Board members, and most importantly, the dedication and hard work of all our employees, ensure that the interests of our stakeholders are taken seriously.

Thank you for your support and for being a part of our journey.

Sincerely,

**Gilbert Achermann**  
Chair of the Board of Directors



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# Principles

The principles and rules of the Straumann Group's corporate governance are laid down in the Articles of Association, the Organizational Regulations including the charters of the Board Committees, the Code of Conduct, the Code of Conduct for our External Business Partners and various internal policies, e.g. on quality, IT, sales and marketing compliance, confidentiality obligations as well as other employee and supplier regulations. They are the basis of the Group's corporate governance disclosures, which comply with the Directive on Information relating to Corporate Governance published by the SIX Swiss Exchange, where Straumann's shares have been traded since the company's initial public offering in 1998.

|                                      |  |
|--------------------------------------|--|
| <b>Name</b>                          | Straumann Holding AG                         |
| <b>Domicile</b>                      | Peter Merian-Weg 12, 4052 Basel, Switzerland |
| <b>Listed on</b>                     | SIX Swiss Exchange                           |
| <b>Valor number</b>                  | 117544866                                    |
| <b>ISIN</b>                          | CH 1175 448 666                              |
| <b>Ticker symbol</b>                 | STMN   |
| <b>LEI number</b>                    | 50670046ML5FVIM60Z37                         |
| <b>Market capitalization</b>         | CHF 21.6 bn                                  |
| <b>Percentage of treasury shares</b> | 0.01   |

# Group structure and shareholders

The Straumann Group is headquartered in Basel, Switzerland. Its products and services are sold in more than 100 countries through its various distribution subsidiaries and through third-party distributors (see global Straumann Group presence on p. 14). The subsidiary management is responsible for managing the local daily business. As laid down in the Organizational Regulations, the respective Regional Sales Head, the Chief Financial Officer and the Chief Legal Officer are usually members of the supervisory body of the subsidiaries. Details of the Group's business segments can be found in note 3.1 of the audited consolidated financial statements on p. 200.

## Listed companies

Straumann Holding AG, the ultimate parent company of the Group, is listed in the main segment of the Swiss stock exchange. No other company of the Group is listed on a stock exchange.

## Non-listed group companies

The Group is managed through Institut Straumann AG and has partnered with and invested in a number of companies to support its mission to be the most customer-focused and innovative oral care company in the world, targeting unexploited growth markets and segments. A list of the subsidiaries, associates and joint ventures of the Straumann Group as of 31 December 2023 can be found in note 9.5 of the audited consolidated financial statements on p. 225.

## Significant shareholders

The major shareholders on 31 December 2023 are listed in the table below, which is based on shareholdings recorded in the share register and notifications on the SIX Swiss Exchange online reporting platform. In 2023, the Group reported no transactions according to Art. 120 et seq. of the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (Financial Market Infrastructure Act, FinMIA).

### Significant shareholders

| in %                                | 31 Dec 2023 <sup>1</sup> | 31 Dec 2022 <sup>1</sup> |
|-------------------------------------|--------------------------|--------------------------|
| Dr h.c. Thomas Straumann            | 15.7                     | 16.3                     |
| Dr h.c. Rudolf Maag                 | 10.2                     | 10.2                     |
| BlackRock Inc. (Group) <sup>2</sup> | 7.2                      | 7.3                      |
| Simone Maag de Moura Cunha          | 3.5                      | 3.5                      |
| Gabriella Straumann                 | 3.0                      | 3.0                      |
| <b>Total</b>                        | <b>39.6</b>              | <b>40.3</b>              |

<sup>1</sup> Or at last reported date if shareholdings are not registered in the share register  
<sup>2</sup> Not or only partially registered in the share register

## Cross-shareholdings

The Group does not have and has not entered into any cross-shareholdings with other companies relating to equity or voting rights.



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# Capital structure

On 31 December 2023, the share capital was composed of 159 455 239 registered shares, fully paid in, each with a nominal value of CHF 0.01 and conditional capital of CHF 21 742 divided into 2 174 151 conditional shares, each with a nominal value of CHF 0.01, which relates to 1.36% of the existing share capital.

In April 2022, 13 833 conditional shares were converted into ordinary shares, succeeded by a split of the shares 1:10 and post-split another conversion of 103 219 conditional shares into ordinary shares. In April 2021, 14 545 (pre-split) conditional shares were converted into ordinary shares. There have been no further changes in the share capital in the past three years.

The Group's conditional share capital is approved for an unlimited period for use in employee and Board equity participation plans and, since the AGM 2023, also for equity participation plans for third parties (see compensation report on p. 158 and note 8.3 of the financial report on p. 221). Straumann Holding AG has no capital band, no authorized share capital and no category of shares other than registered shares. All shares have equal voting rights and carry equal entitlements to dividends. There are no limitations on the transferability of the shares. Nominees' registrations are admitted if such nominee has entered into an agreement with the company concerning their position and is subject to recognized banking or financial supervision.

The Group has not issued any financial instruments (participation certificates, dividend-right certificates, warrants, options or other securities granting rights to Straumann shares) other than the performance share units and restricted share units granted to certain employees as a long-term incentive (see p. 169 for details) and a CHF 200 million domestic straight bond issued in 2020 due on 3 October 2025 (see note 7.2 of the financial report on p. 212). A CHF 280 million domestic straight bond that was issued in 2020 was repaid on 3 October 2023.

## Capital structure

in CHF 1 000

|  | 31 Dec<br>2023           | 31 Dec<br>2022           | 31 Dec<br>2021 |
|--|--------------------------|--------------------------|----------------|
| Equity                                 | 1 838 606                | 1 853 845                | 1 500 448      |
| Reserves                               | (478 224)                | (373 175)                | (350 012)      |
| Retained earnings                      | 2 312 808                | 2 223 178                | 1 843 820      |
| Non-controlling interests              | 2 427                    | 2 247                    | 5 048          |
| Ordinary share capital (fully paid in) | 1 595                    | 1 595                    | 1 592          |
| Conditional share capital              | 22                       | 22                       | 24             |
| Authorized share capital               | 0                        | 0                        | 0              |
| Number of registered shares            | 159 455 239 <sup>1</sup> | 159 455 239 <sup>1</sup> | 15 921 369     |
| Treasury shares (% of total)           | 0.01                     | 0.06                     | 0.04           |
| Nominal value per share (in CHF)       | 0.01                     | 0.01                     | 0.10           |
| Registration restrictions              | None                     | None                     | None           |
| Voting restrictions/privileges         | None                     | None                     | None           |
| Opting-out/up                          | None                     | None                     | None           |

<sup>1</sup> Following share split 1:10 in 2022



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# Board of Directors



## Gilbert Achermann

- Non-executive member, independent
- Swiss (born 1964)
- Chair of the Board since 2010
- Board member since 2009

**Other main activities:** President at Ypsomed (listed, Compensation Committee), member of the Boards of Julius Bär Group (listed, Nomination and Compensation Committee), Unilabs (Chair), Swiss Medtech Association, Basel Chamber of Commerce (HKBB), International Team for Implantology (ITI)<sup>1</sup>, Supervisory Board member of IMD (Audit Committee Chair).

**Career highlights:** From 2002 to 2010, Gilbert Achermann was CEO of Straumann, which he joined as CFO in 1998. Later he served as member of the Board of Vifor Pharma, Chair and Co-CEO of the Vitra Group, Chair of the Siegfried Group and Vice Chair of the Moser Group. He started his professional life at UBS in Investment Banking in 1988.

**Qualifications:** Executive MBA from IMD; Bachelor's degree from the University of Applied Science (HWV) in St. Gallen.

**Key attributes for the Board:** Gilbert Achermann represents continuity, stability and credibility among the various stakeholders. The Board benefits from his extensive knowledge of the dental industry as well as the deep experience and insight gained from directorships in other industries.

Gilbert Achermann has decided not to stand for re-election to the Board at the 2024 AGM.

<sup>1</sup> For relationship to Straumann see note 9.4 of the financial report on p. 224



## Petra Rumpf

- Non-executive member, non-independent
- Swiss and German (born 1967)
- Vice Chair of the Board since 2023
- Chair of the Sustainability, Technology & Innovation Committee
- Board member since 2021

**Other main activities:** Member of the Board of V-Zug Holding (listed, Chair of Digital Advisory Board), SHL-Medical (Chair of the Audit Committee), Vimian (listed), and Lima Corporate.

**Career highlights:** Petra Rumpf joined Straumann in 2015 as member of the Executive Management Board. As Head Intradent & Strategic Alliances she led the successful global expansion of the value brands and subsequently became Global Head Dental Service Organizations in 2017. Before joining Straumann, she served on the Executive Committee of Nobel Biocare from 2007 to 2014, where she held several global leadership positions. During her 13 years as member of Executive Boards in the dental industry, she incubated and managed global business units, defined and implemented digitally driven business models, provided strategic leadership and successfully delivered M&A and organic growth. Before joining the dental industry, she worked for 16 years at Capgemini Consulting across several continents and served as Vice President Strategy & Transformation in the life science and high-tech sectors.

**Qualifications:** Bachelor's degree in economics from Trier University; MBA from Clark University, USA.

**Key attributes for the Board:** Petra Rumpf is an exceptional industry insider and has a great network. Her understanding of digital transformation journeys, changing consumer choices and emerging business models make her a great asset for the company.



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**Dr Olivier Filliol**

- Non-executive member, independent
- Swiss (born 1967)
- Member of the Sustainability, Technology & Innovation Committee
- Board member since 2023

**Other main activities:** Member of the Board of Givaudan S.A. (listed) since 2020, active investment partner in more than 20 venture capital funded startups with a focus on the life science tools, MedTech and digital tech spaces.

**Career highlights:** At Mettler-Toledo International Inc. – a leading manufacturer and marketer of precision instruments for laboratory and industrial applications – Olivier Filliol served as President and Chief Executive Officer from 2008 to 2021.

**Qualifications:** Olivier Filliol holds a Master's degree and a Ph.D. in Business Administration (Dr. oec.) from the University of St. Gallen, Switzerland, and has completed executive education at the Business School of Stanford University.

**Key attributes for the Board:** The Group benefits from Olivier's expertise, entrepreneurship and corporate experience, which make him a valuable contributor to strategic as well as operational matters.

His experiences as a CEO and as a Board member are of further benefit.



**Marco Gadola**

- Non-executive member, independent
- Swiss (born 1963)
- Chair of the Human Resources & Compensation Committee
- Board member since 2020

**Other main activities:** Chair of the Boards of DKSH Holding AG (listed), Medartis Holding AG<sup>1</sup> (listed) and WS Audiology Ltd, Vice Chair of the MCH Group (listed), Board member of Bühler Group and AVAG as well as Operating Partner of Endeavour Vision Ltd. He also runs his own company focusing on cultural transformation support and executive coaching.

**Career highlights:** During his tenure as CEO from 2013 to 2019, the Straumann Group doubled its revenue, more than doubled its profits and more than tripled its workforce. He rejoined Straumann in 2013 as CEO, having previously served as CFO and EVP Operations from 2006 to 2008. He spent the interim years at Panalpina, as CFO and Regional CEO Asia Pacific. Prior to his first term at Straumann, he spent five years at Hero, where he was CFO and responsible for IT and Operations. Previously, he spent nine years at Hilti in senior commercial, sales and finance positions. Earlier in his career, he worked for Sandoz International Ltd as an Audit Manager and Swiss Bank Corporation in Corporate Finance. Previously, he served as Chair and Vice Chair of the Calida Group.

**Qualifications:** Master's degree from Basel University in business administration and economics and INSEAD in Paris in Executive Coaching and Change Management; various programs at the London School of Economics and IMD in Lausanne.

**Key attributes to the Board:** Having served many years as CEO and formerly as CFO of Straumann, Marco Gadola has in-depth knowledge of the company, the industry and its competitors. Marco also brings a wealth of experience from other companies and industries and has worked in many different geographies around the world, all of which is highly valuable.

<sup>1</sup> For relationship to Straumann see note 9.4 of the financial report on p. 224



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**Juan José Gonzalez**

- Non-executive member, independent
- Peruvian/US citizen (born 1972)
- Member of the Audit & Risk Committee
- Board member since 2019

**Career highlights:** CEO at PolyPeptide Group AG (listed) since April 2023, previously he served as CEO at AMBU A/S, as President of Johnson & Johnson's orthopedic business, DePuy Synthes in the US and Chair of the Orthopedics Sector of AdvaMed in the US. Prior to this, he headed DePuy Synthes EMEA and was Vice President of J&J's Enterprise Program Office. He held positions in global/regional management in J&J's consumer health business. He joined J&J in 2007 having worked for Pfizer, McKinsey and Procter & Gamble across various continents.

**Qualifications:** MBA from Notre Dame University, US; Master's degree in Technology Management from Columbia University, New York, US; Bachelor's degree in Industrial Engineering from Lima University, Peru.

**Key attributes for the Board:** Juan José Gonzalez is an expert in the medtech and consumer-health sectors with a deep knowledge of global markets, health care systems and technology. He has multinational experience and is skilled in strategy, execution, talent development and mentoring.



**Dr h.c. Thomas Straumann**

- Non-executive member, independent
- Swiss (born 1963)
- Member of the Sustainability, Technology & Innovation Committee
- Board member since 1990

**Other main activities:** Board memberships: centerVision AG (Chair), CHI Classics Basel Ltd (Chair) and Medartis Holding AG<sup>1</sup> (listed, Vice Chair).

**Career highlights:** Thomas Straumann was responsible for establishing the new Institut Straumann AG in 1990 and was both CEO (–1994) and Chair (–2002). Further examples of his success as an entrepreneur and businessman are the medical device company Medartis AG, of which he is the founder, majority owner and Vice Chair; the Grand Hotel Les Trois Rois, Basel, of which he is the owner and the equestrian event company CHI Classics Basel Ltd, of which he is Chair. He has a diverse portfolio of interests, including not-for-profit activities.

**Qualifications:** Trained in precision engineering; studies at Basel Management School and the Management & Commercial School of Baselland; honorary doctorate from the Medical Faculty of the University of Basel.

**Key attributes for the Board:** Major shareholder of Straumann Holding AG and the Board's longest-serving member. He complements the Board with his understanding of the dental and medical device industries through personal management experience and various shareholdings.

<sup>1</sup> For relationship to Straumann see note 9.4 of the financial report on p. 224



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## Nadia Tarolli Schmidt

- Non-executive member, independent
- Swiss and Italian (born 1973)
- Member of the Audit & Risk Committee, member of the Human Resources & Compensation Committee
- Board member since 2022

**Other main activities:** Member of the Board of EGK Group Companies (Head Corporate Governance Committee), Medartis Holding AG<sup>1</sup> (listed), Parkresort Rheinfelden Holding AG; Supervisory Board member of Basellandschaftliche Kantonalbank (State Bank), EGK Group Companies, IKEA Personalvorsorgestiftung Pension Fund (member of the Investment Committee) and the Nordic Cultural and Educational Foundation. Partner of VISCHER AG.

**Career highlights:** Since 2010, Nadia Tarolli Schmidt has been partner at the business law firm VISCHER AG where she is Co-Head of the Tax Team and Head of Social Security Group. From 2017 to 2022 she was judge at the Tax Court of Canton Basel City. From 2005 to 2010 she was an employee at VISCHER AG, specialized in the fields of taxation, corporate law and M&A. Previously, she was legal secretary of the Tax Court of the Canton of Zurich and in-house counsel at Clima-Suisse and Holcim AG.

**Qualifications:** Studied Law at University of Basel, member of the Bar of Switzerland, Swiss certified tax expert and studies at Swiss Board School of the University of St. Gallen.

**Key attributes for the Board:** Nadia Tarolli Schmidt is an expert independent lawyer with in-depth know-how in tax and social security matters as well as with respect to the structuring of mergers and acquisitions. She has special knowledge in legal and financial matters and experience on several other corporate boards.

<sup>1</sup> For relationship to Straumann see note 9.4 of the financial report on p. 224



## Regula Wallimann

- Non-executive member, independent
- Swiss (born 1967)
- Chair of the Audit & Risk Committee, member of the Human Resources & Compensation Committee
- Board member since 2017

**Other main activities:** Member of the Board of Adecco Group AG (listed, Audit Committee Chair), Helvetia Holding AG (listed), Swissgrid AG (Finance & Audit Committee Chair), Swissport International AG (Audit Committee Chair); Supervisory Board member of the Institute for Accounting, Control and Auditing at St. Gallen University.

**Career highlights:** Regula Wallimann worked for KPMG AG from 1993 to 2017. As a Global Lead Partner from 2003 on, she was responsible for several global companies. She was a member of the strategic partners committee of KPMG Switzerland from 2012 to 2014. In 2017, she started a new career as an independent financial expert and Board member.

**Qualifications:** Degree in Business Administration, Economics and Accounting from St. Gallen University, management studies at INSEAD, Certified Public Accountant in the US and in Switzerland.

**Key attributes for the Board:** Regula Wallimann is an expert in multinational group auditing, international financial and non-financial reporting, risk management and corporate governance.





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### Board of Directors – competence matrix

|                    | Executive experience | Finance, audit, risk management | Compliance, regulatory, legal | Capital markets, M&A | Core industry experience (dental) | Transferable expertise in related industries | International business experience | Digitalization, technology | Strategy, business transformation | HR, compensation | Board governance | Sustainability |
|--------------------|----------------------|---------------------------------|-------------------------------|----------------------|-----------------------------------|--|-----------------------------------|----------------------------|-----------------------------------|------------------|------------------|----------------|
| G. Achermann       | ✓                    | ✓                               |                               | ✓                    | ✓                                 | ✓  | ✓                                 |                            | ✓                                 | ✓                | ✓                |                |
| O. Filliol         | ✓                    | ✓                               |                               | ✓                    |                                   | ✓  | ✓                                 | ✓                          | ✓                                 | ✓                | ✓                | ✓              |
| M. Gadola          | ✓                    | ✓                               |                               | ✓                    | ✓                                 | ✓  | ✓                                 | ✓                          | ✓                                 | ✓                | ✓                |                |
| J.J. Gonzalez      | ✓                    |                                 | ✓                             | ✓                    |                                   | ✓  | ✓                                 | ✓                          | ✓                                 |                  |                  | ✓              |
| P. Rumpf           | ✓                    |                                 |                               | ✓                    | ✓                                 | ✓  | ✓                                 | ✓                          | ✓                                 |                  | ✓                | ✓              |
| T. Straumann       | ✓                    |                                 |                               | ✓                    | ✓                                 | ✓  | ✓                                 |                            |                                   | ✓                | ✓                | ✓              |
| N. Tarolli Schmidt | ✓                    | ✓                               | ✓                             | ✓                    |                                   |  |                                   |                            |                                   | ✓                | ✓                | ✓              |
| R. Wallimann       | ✓                    | ✓                               | ✓                             | ✓                    |                                   | ✓  | ✓                                 |                            |                                   | ✓                | ✓                | ✓              |

The Board comprised eight non-executive members in 2023. Having served on the Board since 2010, Dr Beat Lüthi decided not to stand for re-election in 2023. To fill the gap left by his departure, Dr Olivier Filliol was elected to the Board at the 2023 Shareholders' General Meeting and Petra Rumpf became Vice Chair. Apart from this, the composition of the Board of Directors remained unchanged in 2023.

Petra Rumpf served as the Group's Head Dental Service Organizations until the end of 2020. None of the other current members has been a member of the Executive Management of any of the Group's companies during the preceding three business years or had any significant business connections with Straumann Holding AG or any of its subsidiaries in 2023.

The Directors are all Swiss citizens with the exception of Juan José Gonzalez, who has Peruvian and US citizenship. Petra Rumpf also has German and Nadia Tarolli Schmidt Italian citizenship in addition to their Swiss citizenship. The average age of the Board members at year-end was 56.



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## Independence, diversity and competences of Board members

The Board strongly believes that its independence is important and in the best interest of all stakeholders. Having Board members with industry experience, who are familiar with stakeholder engagement, is an important ingredient for Straumann Group's success. Being a predictable operator and a reliable business partner is key.

The Human Resources & Compensation Committee (HRCC) reviews the independence of the Board members. The evaluation also takes into account the interests of the anchor shareholders.

For the Straumann Group, a candidate for the Board of Directors is considered independent if the candidate:

- Is not, and has not been for the prior three years, employed as an Executive Management Board member in the Group or any of its subsidiaries
- Is not, and has not been for the prior three years, an employee or affiliated with the elected external auditor
- Does not maintain a material direct or indirect business relationship with the Group or any of its subsidiaries

The Board aims for a healthy average tenure by having a mix of long-term and newer Board members and does not impose an arbitrary end to membership after a certain length of service. The age of a Board member or length of tenure are not criteria for independence. Furthermore, significant shareholder status is also not considered a criterion for independence.

In that respect, Straumann Group follows the Swiss Code of Best Practice for Corporate Governance as published by *economiesuisse*. Accordingly, all Board members are independent except for Petra Rumpf.

Three out of eight Board members are women.

## Elections and term of office

The members of the Board, the Chairperson and the members of the Human Resources & Compensation Committee are all elected individually by the Shareholders' General Meeting for a term of one year. Re-election is permitted until the age of 70.

If the position of the Chairperson or a position in the Human Resources & Compensation Committee falls vacant, the Board appoints a replacement from among its own members for the remaining term of office.

## Permitted mandates outside Straumann Group (pursuant to art. 626 II CO)

Art. 4.4 of Straumann's Articles of Association states that no member of the Board may perform more than 15 additional mandates in comparable functions in other companies with economic purpose of which no more than five may be in listed companies.

The following are exempt from these restrictions:

- Mandates in enterprises that are controlled by the Group
- Mandates in enterprises that are performed at the instruction of the Group
- Mandates in associations, organizations, foundations, trusts and employee pension funds; no member of the Board of Directors may perform more than ten such mandates

Mandates in several legal entities under common control or under the same economic authority are deemed as one mandate.



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**Straumann Group Board of Directors – memberships on other Boards**

| Member            | Listed companies                                 | Private companies              | Not-for-profit organizations                             | Location | Function                             |
|-------------------|--|--------------------------------|--|----------|--------------------------------------|
| Gilbert Achermann | Julius Bär Group AG/<br>Bank Julius Bär & Co. AG |                                |  | CH       | Board member                         |
|                   | Ypsomed AG                                       |                                |  | CH       | Chair                                |
|                   |  | Unilabs                        |  | DK       | Chair                                |
|                   |  | GreenTEG                       |  | CH       | Board member                         |
|                   |  |                                | International Institute for Management Development (IMD) | CH       | Supervisory Board member             |
|                   |  |                                | Basel Chamber of Commerce                                | CH       | Board member                         |
|                   |  |                                | International Team for Implantology (ITI)                | CH       | Board member                         |
| Olivier Filliol   | Givaudan   |                                | Swiss Medtech  | CH       | Board member                         |
|                   |  |                                |  | CH       | Board member                         |
| Marco Gadola      | DKSH   |                                |  | CH       | Chair                                |
|                   | MCH Group  |                                |  | CH       | Vice Chair                           |
|                   | Medartis Holding AG                              |                                |  | CH       | Chair                                |
|                   |  | Bühler Group                   |  | CH       | Board member                         |
|                   |  | AVAG Anlage und Verwaltungs AG |  | CH       | Board member                         |
|                   |  | WS Audiology Ltd               |  | DK       | Chair                                |
|                   |  |                                | Schweizerische Management Gesellschaft                   | CH       | Advisory Board member                |
|                   |  |                                | Swiss American Chamber of Commerce                       | CH       | Advisory Board member                |
|                   |  |                                | Basel Chamber of Commerce                                | CH       | Board member                         |
| Petra Rumpf       |  |                                | Society of Political Economy and Statistics, Basel       | CH       | Chair                                |
|                   | V-Zug Holding                                    |                                |  | CH       | Board member                         |
|                   | Vimian Group                                     |                                |  | SE       | Board member                         |
|                   |  | LimaCorporate                  |  | IT       | Board member (until 3.1.2024)        |
|                   | SHL-Medical                                      |                                |  | CH       | Board member (Chair Audit Committee) |



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| Member                | Listed companies                               | Private companies  | Not-for-profit organizations  | Location | Function                 |
|-----------------------|--|--|---|----------|--------------------------|
| Thomas Straumann      | Medartis Holding AG                            |  |   | CH       | Vice Chair               |
|                       |  | Centervision AG  |   | CH       | Chair                    |
|                       |  | CHI Classics Basel Ltd   |   | CH       | Chair                    |
| Nadia Tarolli Schmidt | Basellandschaftliche Kantonalbank (State Bank) |  |   | CH       | Supervisory Board member |
|                       | Medartis Holding AG                            |  |   | CH       | Board member             |
|                       |  | EGK Group Companies  |   | CH       | Board member             |
|                       |  | Parkresort Rheinfelden Holding AG                                      |   | CH       | Board member             |
|                       |  | IKEA Pension Fund  |   | CH       | Supervisory Board member |
|                       |  | Genossenschaft Stadion St. Jakob-Park                                  |   | CH       | Board member             |
|                       |  | BiomedVC AG  |   | CH       | Board member             |
| Regula Wallimann      |  | VISCHER AG   |   | CH       | Board member             |
|                       |  |  | Nordic Cultural and Educational Foundation  | CH       | Supervisory Board member |
|                       | Adecco Group AG                                |  |   | CH       | Board member             |
|                       | Helvetia Holding AG                            |  |   | CH       | Board member             |
|                       |  | Swissgrid AG   |   | CH       | Board member             |
|                       |  | Radar Topco S.à.r.l. (including Swissport Group, Opfikon, Switzerland) |   | LU       | Board member             |
|                       |  |  | University of St. Gallen, Institute of Accounting, Control and Auditing (ACA-HSG) | CH       | Supervisory Board member |



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## Working methods and allocation of tasks

The Board of Directors meets for one-day meetings at least five times a year and as often as business requires. In 2023, the full Board held nine meetings including three resolutions taken in online meetings. The Audit & Risk Committee held five meetings, the Human Resources & Compensation Committee met five times and the Sustainability, Technology & Innovation Committee met three times. The CEO and CFO generally participate in Board meetings and are occasionally supported by other members of the Executive Management Board (EMB). Dr Andreas Meier, Chief Legal Officer of the Group, acts as secretary of the Board. The Board of Directors consults external experts on specific topics where necessary.

Each physical Board of Directors meeting that took place in 2023 lasted eight hours on average, whereas the online meetings lasted approximately one hour, as they were convened for discussing and approving specific agenda items. Each Committee meeting that took place in 2023 lasted three hours on average. These figures indicate the actual length of meetings and do not include the Directors' extensive pre-meeting preparations and post-meeting follow-up activities. The participation rate for the physical meetings of the Board of Directors and the Committee meetings in 2023 was 100%. The online meetings of the Board of Directors were attended by more than 90%.

The Board of Directors usually also participates in workshops, conferences and trade shows, co-travel and site visits to have first-hand insights into the business and interact or meet with customers.

The Board conducts an annual self-evaluation as well as an evaluation of the performance of the EMB. It also provides mentoring to the EMB, with the aim of providing executives with an experienced sparring partner, coach and sounding board for testing ideas and seeking qualified independent opinions.

The Board of Directors has a quorum if a majority of its members is present. This does not apply to resolutions that require public notarization. Valid resolutions require a majority of the votes cast. In the event of a tie, the Chairperson of the meeting has the decisive vote. The Board is responsible for the overall strategic direction of the Group and its management, the supervision of the EMB and financial control. It reviews the company's objectives and identifies opportunities and risks. In addition, it appoints and dismisses the CEO and members of the EMB. The tasks and duties of the Board, as well as those of the Chairperson and Vice Chair, are listed in sections 4.2 and 4.3 of the Organizational Regulations.

## Committees of the Board of Directors

The Board of Directors has an Audit & Risk Committee, a Human Resources & Compensation Committee and a Sustainability, Technology & Innovation Committee, each consisting of no fewer than three Board members with relevant background and experience.

### Audit & Risk Committee

Members: Regula Wallimann (Chair), Nadia Tarolli Schmidt and Juan José Gonzalez

### Human Resources & Compensation Committee

Members: Marco Gadola (Chair), Nadia Tarolli Schmidt and Regula Wallimann

### Sustainability, Technology & Innovation Committee

Members: Petra Rumpf (Chair), Dr Olivier Filliol, Dr h.c. Thomas Straumann

The members of the Human Resources & Compensation Committee are elected by the General Meeting for a term of one year. In the event of a vacancy in the Human Resources & Compensation Committee, the Board of Directors appoints the replacement from among its own members for the remaining term of office. The members and the Chairs of both the Audit & Risk Committee and the Sustainability, Technology & Innovation Committee are appointed by the Board of Directors. The Human Resources & Compensation Committee constitutes itself.



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The tasks of each of these committees as well as the indication on the decision powers of such committees and tasks are listed in their respective charters, which are attached to the [Organizational Regulations](#). The Board of Directors may establish further committees or appoint individual members for specific tasks.

## Assignment of responsibilities to the Executive Management Board

The Board of Directors has delegated responsibility for the operational management and sustainable development of the Group to the Chief Executive Officer (CEO) and the other members of the EMB. For their specific responsibilities, see the chart on [p. 150](#) and section 5 of the [Organizational Regulations](#). The Board may revoke delegated duties at any time.

The Board of Directors has not delegated any management tasks to companies or persons outside the Group.

## Board committees

|                      | Audit & Risk Committee | Human Resources & Compensation Committee | Sustainability, Technology & Innovation Committee |
|----------------------|------------------------|--|---|
| G. Achermann, Chair  |                        |  |   |
| Dr O. Filliol        |                        |  | Member  |
| M. Gadola            |                        | Chair                                    |   |
| J. J. Gonzalez       | Member                 |  |   |
| P. Rumpf             |                        |  | Chair   |
| Dr h.c. T. Straumann |                        |  | Member  |
| N. Tarolli Schmidt   | Member                 | Member                                   |   |
| R. Wallimann         | Chair                  | Member                                   |   |

## Board and committee meetings 2023

| Meetings                                   | Board (incl. 3 online meetings) | Audit & Risk Committee | Human Resources & Compensation Committee | Sustainability, Technology & Innovation Committee |
|--|---------------------------------|------------------------|--|---|
| G. Achermann, Chair                        | 9 (9)                           | 4 (5) as guest         | 5 (5) as guest                           | 3 (3) as guest                                    |
| Dr O. Filliol (since April 2023)           | 6 (6)                           |                        |  | 1 (1)   |
| Dr B. Lüthi, Vice Chair (until April 2023) | 3 (3)                           |                        | 2 (2)                                    | 2 (2)   |
| M. Gadola                                  | 9 (9)                           |                        | 3 (3)                                    |   |
| J.J. Gonzalez                              | 9 (9)                           | 5(5)                   | 2 (2)                                    |   |
| P. Rumpf                                   | 9 (9)                           |                        |  | 3 (3)   |
| Dr h.c. T. Straumann                       | 8 (9)                           |                        |  | 3 (3)   |
| N. Tarolli Schmidt                         | 9 (9)                           | 5 (5)                  | 5(5)                                     |   |
| R. Wallimann                               | 9 (9)                           | 5 (5)                  | 5 (5)                                    |   |

Numbers in brackets show meetings held during individual's term of office whereas numbers without brackets show meetings attended



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## Information and control instruments vis-à-vis the Executive Management

### Management Information System

The Group's Management Information System includes management, business, and financial reporting. The information is presented to the Executive Management Board on a monthly basis, and to the Board of Directors both as a monthly summary and in detail on a quarterly basis.

The Straumann Group operates a state-of-the-art SAP enterprise resource planning system, overseeing more than 90% of all business transactions across its fully consolidated entities. This system seamlessly integrates the Group's headquarters with crucial subsidiary companies and production sites, recently extending its capabilities to encompass newly established entities in Costa Rica and Spain. A notable stride in this technological journey occurred in 2023 when the US-based subsidiary, Bay Materials, specializing in orthodontic thermoplastics, transitioned to the SAP platform. This move not only exemplified the Group's commitment to cutting-edge operations but also significantly bolstered cohesion and operational efficiency. The momentum continues into 2024 with an upcoming wave of SAP implementations. These include strategic rollouts for the Group's Campus in China, incorporating a comprehensive manufacturing, education, and innovation center. Additionally, Createch Medical, the Spanish solution provider in CAD/CAM prosthetics, and all DrSmile entities outside Germany are to integrate SAP solutions into their operations. Beyond streamlining processes, this ERP system serves as a robust safeguard against potential errors or fraudulent activities. Notably, it empowers the Executive and senior management to directly monitor local processes and associated figures in real time, marking a pivotal advancement in the Group's operational oversight and decision-making capabilities.

Furthermore, the Board of Directors cultivates close ties with the Executive Management, actively acquiring first-hand insights through workshops, joint travel, on-site visits, and active participation in staff meetings.

### Internal control system

The Group's internal control system (ICS) is a key instrument for designing business processes, measuring progress towards financial goals and addressing potential financial issues before they occur. It also supports the design of business processes in order to achieve the desired level of control in terms of efficiency and effectiveness.

The company's approach is to ensure that internal controls are accurate, timely, robust and receive appropriate management attention in each respect. To achieve this, dedicated control templates are used for each business process to address major risks. The templates are continuously improved.

In addition, each entity (sales affiliate, production site or global function) has a designated, trained person or team that is ultimately accountable for the assessment undertaken and the decisions arising from it. Clear benefits of the ICS include enhanced segregation of duties, increased control consciousness and higher awareness of potential risks and their consequences.

The ICS program is coordinated by the Head of Internal Audit, who meets with the external auditors on a regular basis to discuss the status of internal control issues and the status of remediation of control deficiencies.

Internal controls are evaluated annually by the external auditors and by internal audit according to an agreed program.

### Internal audit

The role of the Group's internal audit function is to provide independent assurance to the Board of Directors that the key risks of the organization are under control and to support Management in ensuring compliance, operational efficiency and control effectiveness across the Group. The Head of Internal Audit collaborates with KPMG in a co-sourcing model.

In 2023, eight internal audits were performed according to the audit program approved by the Audit & Risk Committee of the Board of Directors.

### Corporate risk management

The Board of Directors is responsible for the overall supervision of risk management and uses the internal audit function to this end. The Board has delegated the task of risk management to the Chief Risk Officer (CRO), who is also the CFO. Through its Audit & Risk Committee, the Board assesses and discusses risks on a regular basis in consultation with the CRO and/or the relevant members of senior management. More information about risk management of the Group can be found [on p. 55](#).



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# Executive Management Board



## Guillaume Daniellot

- French (born 1970)
- Chief Executive Officer
- Head Dental Service Organizations ad interim

**Career highlights:** Guillaume Daniellot's career began in hospital product management – initially at Coloplast and then at B. Braun, as an international business unit manager. He switched to the dental industry in 2001, joining Dentsply France, where he became Sales & Marketing Director. He joined Straumann in 2007 as Managing Director of Straumann France. Two years later, he transferred to Group Headquarters to become Head of Global Sales Digital Dentistry. Shortly afterwards he took over responsibility for Straumann's Prosthetic Laboratory Business Group, including global management of sales, marketing, product development, training and education. In both these roles, he was a member of the Corporate Management Group. He joined Straumann's Executive Management Board in 2013 serving as Head Sales Western Europe in 2013–15 and Head North America (2016–19). He took on his current role as CEO of the Straumann Group on 1 January 2020.

**Qualifications:** Bachelor's degree in Physics from the University of Dijon; Master's in Marketing from FGE in Tours; Master's in Business Administration from ESC European School of Management, Paris.

**Other activities:** Member of the Advisory Board of Rodenstock GmbH.



## Yang Xu

- French (born 1979)
- Chief Financial Officer

**Career highlights:** Yang Xu joined Straumann in August 2023 from The Kraft Heinz Company, a publicly listed US-American food company. She was Senior Vice President, Head of Corporate Development and Global Treasurer and a member of the company's Executive Committee. She has more than 20 years of experience in finance, strategy, operational and commercial functions. Her career started with General Electric Healthcare in Europe. She then worked for Whirlpool Corporation rising through various financial roles of increasing responsibility across corporate functions, business units and regions. Her experience was further enhanced by leading commercial and operational functions outside of finance. During her career, Yang has worked in many countries across Europe, North America and Asia Pacific.

**Qualifications:** Master's degree in management from HEC Paris; MBA programs at London Business School and Stanford University.

**Other activities:** Member of the Board of Gamestop Corp. (listed).





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**Wolfgang Becker**

- German (born 1966)
- Regional Head Europe, Middle East & Africa

**Career highlights:** Wolfgang Becker began his professional career at Straumann in 1986 and held a series of managerial positions of increasing responsibility in the company's German subsidiary, becoming Head of Human Resources in 1991, Head of Marketing in 2000, and General Manager of Straumann Germany in 2001. He served on Straumann's Executive Committee as Head of Sales Europe from 2005 to 2006. His responsibilities then focused on the company's business in Central and Eastern Europe and distributor markets. In 2013, he rejoined the Group's Executive Management Board as Head Sales Central Europe & Distributors EMEA.

**Qualifications:** Wolfgang Becker holds a number of business school diplomas including that of the St. Gallen Management Center.



**Jason Forbes**

- Irish (born 1973)
- Chief Consumer Officer

**Career highlights:** Jason joins Straumann Group from Hilding Anders, a global mattress and sleep company, where he was President, Online Brands and Group Chief Digital Officer. There, he successfully built out a new set of consumer-centric capabilities, launched their direct-to-consumer (DTC) brands during the Covid-19 pandemic and was instrumental in driving digital transformation across marketing, product innovation and supply chain. Prior to this, Jason was at beauty company Coty, where in his capacity as Global Chief Digital & Media Officer, he led their global digital transformation. Jason joined Coty via their acquisition of Beamly, an award winning MarTech company where Jason was CEO. Jason has worked across multiple industries, from media to beverages to retail, but with common threads of driving digital capability building and business impact, in both DTC and business to business.

**Qualifications:** Jason holds qualifications including an MBA from IMD in Lausanne, a Master's degree and BBS in International Business and Economics from Trinity College, Dublin and certificates from INSEAD and Harvard Business School.



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## Holger Haderer

- German (born 1969)
- Head Implantology Business Unit

**Career highlights:** Prior to joining the EMB at the beginning of 2020, Holger Haderer very successfully managed the Group's largest European business, in Germany, for three years. He spent the previous seven years as Head Marketing & Sales Western Europe, including an ad-interim stint of 14 months as Country Manager of Straumann France. He joined Straumann in 2006 as Head of Marketing & Education in Germany and became Head of Market Management Dental Labs in 2008. He began his career in 1991 at Sulzer Medica in product management, marketing and sales.

**Qualifications:** Holger Haderer received a degree in Economics from Baden-Wuerttemberg Cooperative State University (DHBW).



## Florian Kirsch

- German (born 1982)
- Head Connected Customer Solutions and Orthodontics Business Unit

**Career highlights:** Florian joined Straumann Group in 2010 and held several positions within the company, including Head of Portfolio Management in Basel and at Neodent in Brazil, where he served as the Regional Finance Officer and Chief Operating Officer. He was responsible for building up the ClearCorrect production in Brazil along with managing the resin production in Curitiba. In addition to his core responsibilities, he focused on regional and local business development and technology-led customer experience optimization. Since 2022, Florian has been leading Connected Customer Solutions, and in 2023, he was appointed to lead the Orthodontics division alongside his existing role in the Digital Solutions business unit. Florian has a track record of driving innovation, people development and customer centricity.

**Qualifications:** Florian holds a Master's degree in finance, banking and controlling from the University of Basel. In addition, he completed advanced management programs at Stanford University and IESE Business School.



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**Patrick Loh**

- Malaysian (born 1967)
- Regional Head Asia Pacific

**Career highlights:** Patrick Loh joined the Straumann Group in his current role in 2017, having spent the previous three years with Haemonetics Corporation, a global provider of blood/plasma supplies and services, where he was President of the Asia/Pacific region and a member of the Corporate Operating Committee. His career spans 30 years in the medical device, biotech and pharmaceutical sectors with multinationals including Thermo Fisher Scientific, Kinetics Concepts and B. Braun. Starting in product management, he rose through general country management to regional leadership, establishing a strong track record of commercial success and strategic business growth. He has spent most of his career based in China and Hong Kong.

**Qualifications:** Studies in marketing in Malaysia; Executive MBA from Olin Business School, Washington University, USA; Executive Programs at INSEAD, Singapore and Babson College, USA.

**Other activities:** Chair of the Essence & DM Dental Industry Investment Partnership, a private equity fund addressing the dental sector in China.



**Alastair Robertson**

- British (born 1960)
- Chief People Officer

**Career highlights:** Before taking on his current role at Straumann in mid-2019, Alastair Robertson served as Chief HR/People Officer and member of the Executive Board in each of his three previous companies: Kingfisher Plc (2016–19), C&A (2014–16) and Panalpina (2007–14). In his last role at Kingfisher, he also held overall commercial responsibility for their Spanish business, Brico Depot. Prior to this, he spent 11 years with Tetra Pak in senior HR positions and in line management, and then training and development with W.H. Smith and Graham Builders Merchants in the UK. He has considerable international experience, having lived and worked extensively on all continents. He began his professional career in the British Military Forces gaining his Officer's Commission at the Royal Military Academy Sandhurst before serving in the Royal Engineers including in the Falklands as Head of the Joint Services Bomb Disposal Unit.

**Qualifications:** MBA from Huddersfield University; Commendation from IMD, Lausanne; Chartered Fellow of the Institute of Personnel and Development (FCIPD).



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**Sébastien Roche**

- French/Swiss (born 1972)
- Chief Operations Officer

**Career highlights:** Sébastien Roche joined Straumann Group in 2022 and has extensive experience in the pharmaceutical and manufacturing industries. Sébastien joined from TEVA, the pharmaceutical company, where he served latterly as Senior Vice President and was responsible for up to 28 manufacturing sites across the US, Latin America, Europe, and Asia. Sébastien oversees Straumann Group's manufacturing, supply chain, Quality and Regulatory affairs.

**Qualifications:** Sébastien holds a Master's degree in Aeronautics and Space from Institut Supérieur de l'Aéronautique et de l'Espace in Toulouse, France.



**Aurelio Sahagun**

- Spanish/US citizen (born 1973)
- Regional Head North America

**Career highlights:** Aurelio Sahagun joined Straumann in 2021 having most recently served as President of the Orthopedics Division for the multinational medtech firm Microport Scientific. Before joining them in 2014, he spent seven years at Wright Medical Technology in the Netherlands, initially in finance and subsequently in senior sales and regional management positions. Prior to his medtech career, he spent six years in the finance and banking industry.

**Qualifications:** Bachelors' degree in Economics from the Autonomous University of Madrid; MBA from HEC School of Management in France.

**Other activities:** Member of the Board of Fellows of Harvard Dental School.



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**Matthias Schupp**

- German (born 1964)
- Regional Head Latin America, CEO of Neodent

**Career highlights:** Matthias Schupp joined Straumann from Procter & Gamble in 2007 as Regional Manager, Western Europe. In 2013, he was appointed Head of Sales LATAM and joined the management of Neodent, of which he became CEO early in 2015. He joined Straumann's Executive Management Board at the beginning of 2016. He began his career in marketing and customer service with Merck KGaA, the German pharmaceutical, fine chemicals and diagnostics company, and rose through country management to the position of Regional Manager Latin America and USA. He moved to Wella in 2000 as Managing Director of the business in Russia and became Managing Director Professional Care Portugal in 2004, following the acquisition of Wella by P&G.

**Qualifications:** Graduated from the German/Brazilian High School in Rio de Janeiro; on-the-job training in management and business administration through professional development programs at Merck and P&G.



**Dr Christian Ullrich**

- German (born 1972)
- Chief Information Officer

**Career highlights:** Christian Ullrich joined Straumann in 2021 from Bayer, a life science company with core competencies in the fields of health care and agriculture, where he was Senior Vice President, Global Chief Information Officer at Bayer Consumer Health. Christian Ullrich was instrumental in shaping the digital agenda of the Consumer Health Division and accelerating the business transformation with digital technology and data analytics across the entire value chain. He began his career at the company in 2006 and rose through a series of managerial positions with increasing responsibility, including Divisional Head of Accounting and Controlling, Head of Post-Merger Integration United States as well as Vice President, Global Head of Marketing and Sales IT. Prior to joining Bayer, Christian worked for Deloitte, a professional services company providing consulting, audit, advisory, and tax services.

**Qualifications:** Christian Ullrich holds a Master's Degree in Business Administration and Mechanical Engineering from the Technical University of Darmstadt, Germany, and a PhD in Economics from the University of Lüneburg, Germany.



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**Changes in 2023**

CFO Peter Hackel left the company after eight years of service at the end of January 2023. Marc-Alain Weder took over as ad interim CFO in February 2023 until Yang Xu joined the Group in August as the new CFO. Rahma Samow, Head of Dental Service Organizations (DSO), left the Group in August and joined one of Straumann Group's main business partners. Guillaume Daniellot took over as ad interim and the hiring process for a new DSO Head is still ongoing.

In October, Florian Kirsch was appointed to lead Orthodontics in addition to the Digital Solutions unit and joined the EMB as Head Connected Customer Solutions and Orthodontics Business Unit, taking over from Camila Finzi.

**Executive Management Board**

|  |
|--|
| <b>CHIEF EXECUTIVE OFFICER</b><br>Guillaume Daniellot                                |
| <b>REGION EUROPE, MIDDLE EAST &amp; AFRICA</b><br>Wolfgang Becker                    |
| <b>REGION NORTH AMERICA</b><br>Aurelio Sahagun                                       |
| <b>REGION ASIA PACIFIC</b><br>Patrick Loh  |
| <b>REGION LATIN AMERICA &amp; CEO NEODENT</b><br>Matthias Schupp                     |
| <b>DENTAL SERVICE ORGANIZATIONS</b><br>Guillaume Daniellot a.i.                      |
| <b>CHIEF FINANCIAL OFFICER</b><br>Yang Xu  |
| <b>IMPLANTOLOGY BUSINESS UNIT</b><br>Holger Haderer                                  |
| <b>CHIEF OPERATIONS OFFICER</b><br>Sébastien Roche                                   |
| <b>CHIEF CONSUMER OFFICER</b><br>Jason Forbes  |
| <b>CONNECTED CUSTOMER SOLUTIONS AND ORTHODONTICS BUSINESS UNIT</b><br>Florian Kirsch |
| <b>CHIEF INFORMATION OFFICER</b><br>Dr Christian Ullrich                             |
| <b>CHIEF PEOPLE OFFICER</b><br>Alastair Robertson                                    |



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## Former members of the Executive Management Board in 2023

The company and the Board of Directors would like to thank Peter Hackel, Marc-Alain Weder, Camila Finzi and Rahma Samow for their valuable contributions and dedication to the Straumann Group over the past years and wish them all the best for the future.

### Dr Peter Hackel

- Swiss (born 1969)
- Chief Financial Officer

**Career highlights:** Peter Hackel rejoined Straumann Group as CFO in 2014 after three years at Oerlikon Industrial Group, where he was CFO of the global segment Oerlikon Drive Systems. He first joined Straumann Group in 2004 in a project management and business development role and rose to become Head of Group Controlling and member of the Corporate Management Group. Prior to his first tenure at Straumann Group, he spent three years at Geistlich Biomaterials as Director of Marketing & Sales Orthopedics and two years at McKinsey & Company as a consultant. He was awarded Switzerland's CFO of the year 2020. After 8 years as its CFO, Peter Hackel left Straumann Group in January 2023 to join the Syntegon Group, a worldwide leader of process and packaging technology, as its CFO.

**Qualifications:** PhD in Biochemistry and Molecular Biology from the Swiss Federal Institute of Technology (ETH) in Zurich; studies in Business Administration at the University of Hagen in Germany.

### Rahma Samow

- German (born 1979)
- Head Dental Service Organizations

**Career highlights:** Rahma Samow joined Straumann in 2021 from the global medical technology company Siemens Healthineers, where she was Senior Vice President, Global Head of Marketing, Sales & Communications at Digital Health Services. She began her career at that company in 2006 and rose through a series of managerial positions with increasing responsibility, including Head of Business Management Imaging IT Middle East & Africa, and Vice President, Head of Global Sales, Digital Health Services. Prior to joining Siemens Healthineers, she worked for Parexel International, a global clinical research organization and biopharmaceutical services company.

**Qualifications:** Diploma in Medical Radiology, Radiation Therapy and Nuclear Medicine Technology from the Medical University of Bonn, Germany.

### Camila Finzi

- Brazilian (born 1972)
- Head Orthodontics Business Unit

**Career highlights:** Camila Finzi joined Straumann Group in January 2020 from Alcon, the world's largest eye-care device company, where she was responsible for the Latin America and Caribbean Region. From 2004 to 2013, she worked for Alcon's parent company, Novartis, rising through managerial positions of increasing responsibility in Marketing and Sales to Business Unit and Regional leadership. Prior to joining Novartis, she spent four years at Pfizer – initially in Finance and subsequently in senior pharmaceutical product management. The first six years of her career were in Finance at Cargill and Arthur Andersen.

**Qualifications:** Bachelors' degree in Economics from Fundação Armando Álvares Penteado University, São Paulo. MBA from Fundação Dom Cabral Business School. Executive Education program at Harvard University.

### Marc-Alain Weder

- Swiss (born 1966)
- Chief Financial Officer ad interim

**Career highlights:** Marc-Alain joined from The Adecco Group, where he was Group SVP Finance for the Adecco Global Business Unit, acting as the Chief Financial Officer for the largest division of The Adecco Group. Marc-Alain began his career at Philip Morris International and rose through a series of managerial positions holding several CFO roles also leading global transformation initiatives. Before joining Adecco, he worked at MAP, a boutique consulting firm, where he advised senior management of mid- and large-sized international companies and government organizations to drive better alignment between visions, strategies, objectives, and efficient day-to-day business operations. Throughout his career he was based in the US, Europe and Asia.

**Qualifications:** Marc-Alain holds a master's degree in economics from the University of Lausanne.

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## Permitted mandates outside Straumann Group (pursuant to art. 626 II CO)

Art. 4.4 of Straumann's Articles of Association states that no member of the EMB may perform more than five mandates in comparable functions in other companies with economic purpose, of which no more than one may be in listed companies. The number of permitted mandates outside Straumann in listed companies for the EMB was reduced by the AGM 2023 from two to one. This ensures that the members of the EMB have sufficient time available to perform their duties for the Group.

The following are exempt from these restrictions:

- Mandates in enterprises that control the Group or are controlled by the same
- Mandates in enterprises that are performed at the instruction of the Group
- Mandates in associations, organizations, foundations, trusts and employee pension funds; no member of the Executive Management may perform more than three such mandates

Mandates in several legal entities under common control or under the same economic authority are deemed as one mandate.

## Management contracts

The Board of Directors and the EMB have not delegated any managerial powers to persons or companies outside the Group.





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# Shareholders' participation rights

Each share duly entered in the share register with voting rights entitles the shareholder to one vote, except for resolutions regarding the discharge of the Board of Directors or the Executive Management, where shareholders who have participated in any way in the management of the company have no voting rights. On 31 December 2023, approximately 65.2% (2022: 70.3%) of the issued capital was registered in the share register.

All shareholders may be represented at the General Meeting by a proxy. Proxies and directives issued to the independent voting representative may be given either in writing or online. Other voting representatives must have a proxy signed by hand by the shareholder. The Board of Directors decides whether proxies shall be recognized.

The independent voting representative is elected by the General Meeting for a term of office until the end of the next AGM and can be re-elected. In the case of a vacancy, the Board of Directors shall designate an independent voting representative for the next General Meeting.

Votes on resolutions and elections are held electronically. In case of technical difficulties, the meeting chair may order an open or written ballot.

## Quorums

The General Meeting adopts its resolutions and holds its ballots by a majority of votes cast. Abstentions and invalid ballots are not taken into account. The legal provisions (in particular section 704 of the Swiss Code of Obligations) that stipulate a different majority are reserved.

## Convocation of General Meetings, agenda proposals

The Shareholders' General Meeting is convened by the Board of Directors within six months of the end of the business year. The Meeting may be held physically, by electronic means without a venue or as a hybrid meeting, provided that shareholders who are not present at the venue of the General Meeting may exercise their rights by electronic means. The 2024 meeting will be held on 12 April in Basel as a pure physical meeting.

Shareholders individually or jointly representing at least 5% of the share capital may request an extraordinary General Meeting. The request must be made to the Board of Directors in writing, stating the agenda items and proposals, and in the case of elections, the names of the proposed candidates.

Invitations to the General Meeting are to be sent out at least 20 days before the General Meeting either through publication in the Swiss Official Gazette of Commerce or in any form which allows proof by text. The date, beginning, type and place of the General Meeting, the name and address of the independent voting representative as well as the agenda items and proposals (including brief explanations) by the Board of Directors and, if the case may be, by shareholders who have requested the General Meeting, must be announced in the notice convening the General Meeting.

Shareholders who individually or jointly represent at least 0.5% of the share capital may ask for an item to be included in the agenda. If the notice of items to be

included in the agenda fails to mention any deadline or if the Company waives publication of a notice of items to be included in the agenda, then such a request must be made in writing at least 45 days before the General Meeting and must indicate the agenda items and the proposal or the proposals of the shareholder(s).

## Entries in the share register

Share purchasers are entered in the share register as shareholders with voting rights if they have provided notice of their name and surname (for legal entities the company name), nationality, and address (for legal entities the registered office) and declared that the shares were acquired in their own name and for their own account and that there is no agreement on the redemption or return of corresponding shares and that the purchaser bears the economic risk associated with the shares. Purchasers who are not willing to make such declarations are registered as shareholders without voting rights. Nominees approved by the Board of Directors are recorded in the share register as shareholders with voting rights if such nominee has entered into an agreement with the company concerning their position and is subject to recognized banking or financial supervision. As of 31 December 2023, no nominee had asked for registration and voting rights.

There are no statutory rules concerning deadlines for entry in the share register. However, for organizational reasons, the share register is closed several days before the General Meeting. The cut-off date for inscriptions is announced in the invitation to the General Meeting.

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# Compensation, shareholdings and loans

The compensation and equity holdings of the Board of Directors and the EMB and their related parties are disclosed in the compensation report [on p. 158](#) and in the audited financial statements in notes 3.3 [on p. 236](#) and 9.4 [on p. 224](#).

# Changes of control and defense measures

The Articles of Association of Straumann Holding AG do not contain provisions for opting out or opting up. There are no change-of-control clauses included in agreements and schemes benefiting members of the Board of Directors or the Executive Management Board or other management staff.



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# External auditors

The Shareholders' General Meeting elects and appoints the Group's external auditors on an annual basis. In April 2023, Ernst & Young AG, Basel (EY), was re-elected as auditor of Straumann Holding AG for a tenth term of one year. The auditor in charge is Fabian Meier, Swiss Certified Public Accountant, who took over the mandate from Martin Mattes in 2023.

## Information instruments pertaining to the external audit

EY presents to the Audit & Risk Committee a detailed report on the conduct of the Financial Statements audit, the findings on significant financial accounting and reporting issues together with the findings on the internal control system. In 2023, EY participated in two Audit & Risk Committee meetings including sessions with the Audit & Risk Committee without the Group's management being present. The Audit & Risk Committee assesses the effectiveness of the work of the external auditors in accordance with Swiss law, based on their understanding of the Group's business, control, accounting and reporting issues, together with the way in which matters significant at Group level or in the statutory accounts are identified and resolved. The Audit & Risk Committee is also informed on the work of the external auditors through regular briefing of its Chair. Audit fees are ultimately approved by the Audit & Risk Committee. EY's independence is ensured by limiting EY from providing certain non-audit services. The Group has a formal policy governing the engagement of the external auditors for non-audit services of which limits for certain permitted other services are agreed by the Audit & Risk Committee. Each potential non-audit service engagement is reviewed against this policy before any authority to proceed is given.

The worldwide fees paid to the auditors are outlined in the table below.

### Worldwide fees

in CHF 1 000

|                      | 31 Dec 2023  | 31 Dec 2022  |
|----------------------|--------------|--------------|
| Total audit fees     | 1 636        | 1 471        |
| Tax consultancy      | 52           | 16           |
| Transaction services | 0            | 116          |
| Other services       | 87           | 0            |
| Total non-audit fees | 139          | 132          |
| <b>Total</b>         | <b>1 775</b> | <b>1 603</b> |



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# Information policy

Straumann Group is committed to a policy of open, transparent and continuous information. In accordance with the rules of the SIX Swiss Exchange, the Group publishes detailed sales figures on a quarterly basis as well as annual and half-yearly profitability reports. Detailed information is provided at the AGM and the minutes are published on the company's website. Where necessary or appropriate, the Group also publishes additional information on significant events. The CEO, CFO and the Heads of Investor Relations and Corporate Communication are responsible for communication with investors and representatives of the financial community, media and other external stakeholders.

In addition to the Group's double materiality assessment (see p. 53), personal contacts, discussions and presentations online, the Group held four quarterly financial results online conferences for the media and analysts in 2023. On average, each event was attended by approximately 200 participants by webcast or by conference call. In March 2023, a press conference, attended by more than 55 journalists in person and online, and an in-person investors' and analysts conference with 40 participants were held at the International Dental Show. In addition, Straumann's CEO, CFO and Head of Investor Relations attended eight equity conferences. They also spent a total of 16 days (whereof 14 physically) at roadshow events to meet with investors.

Besides these previously-mentioned events, top management remained in very close contact with its investors and the company organized 11 investor meetings focusing on corporate governance topics with the Chair and the Head of the Human Resources & Compensation Committee.

Research analysts from 18 banks/brokers cover developments at the Straumann Group and are listed online. This figure represents four more analysts than in the previous year.

The Group frequently publishes media releases, briefing documents and other materials, which are archived and available online. The company offers a media release subscription service via its website and takes care to ensure that investor-relevant releases are circulated broadly and in a timely manner according to the rules of the SIX Swiss Exchange and with due regard for the principles of fair disclosure. The company does not update its releases, reports and presentations, which means that the information they contain is only valid at the time of publication. The Group advises against relying on past publications for current information.

## Annual report

The Group's annual report, including the compensation report and the non-financial report according to art. 964b CO, is an important instrument for communicating with various stakeholder groups. It is published electronically in English on the company's website.

## Media used for reporting purposes

The company's website is [www.straumann-group.com](http://www.straumann-group.com). The company's journal of record is the Swiss Official Gazette of Commerce SOGC (Schweizerisches Handelsamtsblatt SHAB). Subscriptions to the email distribution service (according to Art. 8 of the Directive Ad hoc Publicity, DAH) can be made [here](#). Information according to Art. 9 DAH can be found [online](#).

Further information requests should be addressed to:

### Corporate Communications

corporate.communication@straumann.com  
Tel. +41 61 965 11 11  
Peter Merian-Weg 12  
CH-4002 Basel

### Investor Relations

investor.relations@straumann.com  
Tel. +41 61 965 16 78  
Peter Merian-Weg 12  
CH-4002 Basel

## Calendar

Straumann's calendar of planned reporting dates is updated on the [company's website](#).



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# Quiet periods

The Group's Regulation on Insider Trading shall ensure compliance with insider trading laws and other applicable regulations. All members of the Board of Directors, all members of the EMB and any further Executive Vice Presidents of the Group, the heads of the corporate communications department and of the investor relations department as well as all members of the finance department with access to consolidated accounts of the Group were identified as the persons primarily concerned with insider trading matters.

For all such persons, trading with (as well as issuing recommendations with regard to) Straumann Securities is prohibited during the following regular blocked periods:

- a) Between 31 March and the subsequent announcement of the quarterly results
- b) Between 30 June and the subsequent announcement of the half-year results
- c) Between 30 September and the subsequent announcement of the quarterly results
- d) Between 31 December and the subsequent announcement of the annual results

Employees of the Group who temporarily have access to relevant inside information shall also observe the regular blocked periods for as long as they have access to inside information.

The following exceptions allow trading during the regular blocked periods:

- If at a time when a person other than a member of the Board of Directors or the Executive Management Board did not possess inside information, such person entered into a binding contract, provided instructions, or was subject to a written plan (such as an employee incentive plan) for trading securities and the contract, instruction or plan does not allow to exercise any subsequent alteration and influence over when, whether or at what price the purchases or sales of securities shall be executed
- The sale of shares vested under the Straumann Long Term Incentive Plan (see p. 169 for details) under the conditions that (i) such sale of Straumann securities has been irrevocably declared not later than by December 30 of the preceding year and (ii) the plan participant does not temporarily have access to relevant inside information at the time of the declaration
- The purchase of employee shares under the Straumann Employee Share Participation Plan (see p. 167 for details)