

To the Shareholders of Straumann Holding AG

Invitation to the Annual General Meeting

Friday, 26 March 2010, at 10.30 a.m. (doors open at 9.30 a.m.) in the Congress Center Basel, Room San Francisco, Messeplatz 21, Basel, Switzerland

Agenda and Proposals of the Board of Directors

- 1. Presentation of the 2009 business report and the reports of the auditors**
- 2. Approval of the 2009 Annual Report (including the Compensation Report), the 2009 Annual Financial Statements and the 2009 Consolidated Financial Statements**

The Board of Directors proposes that the 2009 Annual Report, which includes the Compensation Report, the 2009 Financial Statements and the 2009 Consolidated Financial Statements be approved.

- 3. Vote on the appropriation of available earnings**

The Board of Directors proposes that the 2009 available earnings of CHF 643'108'692, consisting of the 2009 full-year profit of CHF 102'679'840 and retained earnings from the preceding year of CHF 534'991'449, as well as changes in the reserve for treasury shares of CHF 5'437'403 be used as follows:

Payment of a dividend of CHF 3.75 (gross) per share on the existing eligible share capital of CHF 1'565'083 as per 31 December 2009	CHF	58'690'616
and on the share capital created from contingent share capital since 1 January 2010, at maximum	CHF	538'286
Retained earnings, at least	<u>CHF</u>	<u>583'879'790</u>
Available earnings 2009	<u>CHF</u>	<u>643'108'692</u>

- 4. Discharge of the Board of Directors**

The Board of Directors proposes that its members be granted discharge for their activities in the 2009 business year.

5. Election of Directors

The Board of Directors proposes the re-election of Dr Sebastian Burckhardt, Dominik Ellenrieder, Dr h.c. Thomas Straumann and Gilbert Achermann, and the new election of Roland Hess, Ulrich Looser, Dr Beat Lüthi and Stefan Meister (see attached CVs), all for a one-year term.

6. Appointment of Auditors

The Board of Directors proposes the reappointment of PricewaterhouseCoopers, Basel, as Statutory Auditors for a term of one year.

Basel, 22 February 2010

STRAUMANN HOLDING AG

Chairman of the Board of Directors



Dr h.c. Rudolf Maag

Explanations

Documents

The 2009 Annual Report and the Reports of the Auditors and Group Auditors are available for inspection at the legal domicile of the Company: Straumann Holding AG, Peter Merian-Weg 12, CH-4002 Basel. Shareholders can be sent these documents on request. They are also available on the Company's internet website: www.straumann.com.

Admission Card and Voting Materials

The shareholders listed as of 11 March 2010 in the shareholders' register as eligible to vote receive a registration card along with their invitation. The card is for ordering an admission card and voting materials. Please return the enclosed registration card by 19 March 2010. Admission cards will be distributed after closure of share register (11 March 2010).

Representation and Mandating

Shareholders who do not attend the Annual General Meeting in person may be represented by proxy by a third party, by our Company or by Dr Stephan Frey, attorney, Hirschgässlein 30, P.O. Box 558, CH-4010 Basel, as an independent proxy within the meaning of Article 689c of the Swiss Code of Obligations. Shareholders wishing such representation are asked to sign the enclosed proxy form and to forward it, together with the voting materials and any instructions, to the proxy donee. Unless express instructions to the contrary have been received, the Company and the independent proxy will vote in favor of the proposals submitted by the Board of Directors to the Annual General Meeting.

Transfer of Shares

In the event of transfer of any part of the shares listed on the admission card, the shareholder shall no longer have voting rights for those shares. The admission card and the voting materials are to be amended at one of the admission desks before the Annual General Meeting. No entries will be made in the shareholder register in the period between 11 March 2010 and the end of the Annual General Meeting. De-registrations are possible further on.

Depositaries

Institutions governed by the Swiss Federal Law on Banks and Savings Banks, and professional asset managers are asked to inform the Company as soon as possible of the number of shares for which they hold proxy at the Annual General Meeting. At the latest, it should be done at one of the admission desks on the day of the Annual General Meeting.

CVs of proposed new candidates for election to the Board of Directors

Roland Hess (Swiss, 58) is senior advisor to the Executive Committee of the Board of Schindler Holding AG. He is also President of the Boards of several companies within the Schindler Group. Mr Hess joined Schindler in 1984 and rose through positions of increasing responsibility in Controlling, Finance and Regional Management to become President of the Elevator and Escalator Division. From 1971 to 1984, he worked for Nestlé, initially in accounting, then as an international auditor, and finally as Chief Financial Officer of a Group company. His career includes several years in North and Latin America, in addition to assignments in Europe. He holds a degree in Business Administration from Lucerne Business School and studied at Harvard Business School in Boston.

Mr Hess is an accomplished executive, whose experience in compliance, risk management and standardized global procedures will be of particular benefit to Straumann.

Ulrich Looser (Swiss, 52), now Partner with Berg,Looser,Rauber & Partners, has been with the Global management and technology service provider Accenture Ltd since 2001. For the past 3 years he was Chairman of its Swiss affiliate. He was also Managing Director of Accenture's Products Client Service Group serving various industries in Austria, Switzerland and Germany, including consumer goods and pharmaceuticals. Previously he spent 6 years as a partner at McKinsey & Company Ltd in various consulting positions in engineering, electronics, pharmaceuticals, banking and insurance. Mr Looser's career began in software development in the IT industry. He graduated in Physics at Zurich ETH (Swiss Federal Institute of Technology) and in Economics at the University of St. Gallen. He is a Member of the Board of economiesuisse, where he heads the Competition Commission. He heads a Chapter of the Swiss American Chamber of Commerce, is a Member of the Board of 'Engineers Shape our Future', and heads the finance commission of the Swiss Studies Foundation (Schweizerische Studienstiftung).

As an expert in strategy, project and human capital management, Mr Looser will be a valuable addition to Straumann.

Dr Beat Lüthi (Swiss, 48) is CEO and Co-owner of CTC Analytics AG, a world leader in gas and liquid chromatography automation. After obtaining his PhD in Electrical Engineering from Zurich ETH, Dr Lüthi began his career with Zellweger Uster AG, a leading manufacturer of quality control equipment in textile production. In 1990, he moved to Mettler-Toledo International Inc. and rose to the position of General Manager of the Swiss affiliate. In 1994, he completed an executive program at INSEAD and subsequently joined Feintool International Inc. in 1998. During his 4-year tenure as CEO, the company went public and doubled in size. In 2003, he returned to Mettler Toledo as CEO of the Laboratory Division. At the end of 2007, he joined CTC Analytics near Basel to further develop this medium-sized company as an entrepreneur. Dr Lüthi is currently a Member of the Boards of: Addex Pharma, Bossard Group, Stadler Rail Group, and Uster Technologies.



His scientific background together with his entrepreneurialism and experience in service businesses are just three of many attributes that make him a candidate of choice.

Having graduated in economics at Basel University, **Stefan Meister** (Swiss, 44) joined Sandoz Pharma AG in 1991, where he rapidly rose through Controlling to become a member of the Divisional Executive and International Strategic Committees. In 1995, he moved to GEHE AG, (now Celesio) in Germany to head Group Controlling. 1995 Celesio AG acquired AAH, the largest pharmaceutical wholesaler in the UK, and Mr Meister was appointed Member of the Executive Management Board of AAH responsible for Finance and Controlling. In 1999, he moved to the Executive Management Board of Celesio and has been responsible for various Functions, including: Finance and Controlling, IT, the Pharmacy Business, and Human Resources. Celesio is one of several international trading and service companies that are majority owned by the Haniel Group. In January 2010, Stefan Meister joined the Management Board of Haniel.

In particular, his experience in strategic portfolio management, finance and human resource management will be valuable to the Straumann Board.