

# **Straumann Holding AG Straumann Holding SA Straumann Holding Ltd**

In Basel, Switzerland

## **Articles of Association**

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### **1. ESTABLISHMENT, PURPOSE**

#### **1.1 Name, Domicile, Duration**

An *Aktiengesellschaft* (Swiss stock corporation), domiciled in Basel, Switzerland, has been established under the name **Straumann Holding AG, Straumann Holding SA, Straumann Holding Ltd** for an indefinite period. It is governed by the provisions of these Articles of Association and of section 620 ff. of the *Schweizerisches Obligationenrecht* (OR – Swiss Code of Obligations).

#### **1.2 Purpose**

The purpose of the Company is the acquisition, sale, and management of all forms of investments, primarily in the area of medical and dental technology. The Company may invest in other companies with the same or similar purposes to those of the individual companies of the Straumann Group. The Company may also undertake all transactions that are directly or indirectly related to the Straumann Group. It may finance the investees and acquire, sell, and manage real properties.

### **2. SHARE CAPITAL AND SHARES**

#### **2.1 Share capital**

##### **2.1.1 Existing share capital**

The share capital amounts to CHF 1'567'654.90. It is composed of 15'676'549 registered shares with a par value of CHF 0.10 each. The shares are paid up in full.

##### **2.1.2 Contingent share capital**

The share capital may be increased by a maximum of CHF 32'345.10 through the issuance of a maximum of 323'451 fully paid registered shares with a par value of CHF 0.10 each upon exercise of employee options issued to employees and

members of the management and of the Board of Directors of the Corporation and its subsidiaries. The pre-emptive rights and the advance subscription rights of the shareholders shall be excluded. The issuance of these options will take place in accordance with the plan rules issued by the Board of Directors. The transferability of the shares shall be subject to the registration requirements set forth in Article 2.3 of the Articles of Association.

## **2.2 Shares, share certificates, no printing of share certificates, and pledging**

The Board of Directors is entitled to issue certificates for one or more shares instead of share rights.

The Company may dispense with the printing and delivery of certificates for registered shares, and, with the approval of the shareholder, cancel certificates issued for registered shares that are delivered to the Company. It may dispense with issuing new certificates for registered shares if the shareholders do not require them to be issued for their shares.

Registered shares for which no certificate has been issued may only be transferred through assignment, to include all rights arising from them. The Company must be properly notified of any assignment for it to be valid. In the case of registered shares for which no certificate has been issued and that are administered by a bank with the authorization of the shareholder, such shares can only be transferred with the consent of the bank.

Registered shares for which no certificate has been issued can only be pledged by a written deed of pledge in favor of the bank on whose books the shareholder holds the shares. The Company does not need to be notified. The claim to delivery of a certificate may be transferred to the pledgee bank.

## **2.3 Share register**

The Board of Directors maintains a share register in which the owners and beneficiaries, including names and addresses, are recorded. Persons who have voting rights but no title to shares as a consequence of legal provisions will be noted in the share register on request (e.g. legal representatives of minors). Only the person recorded in the share register will be acknowledged as the shareholder or beneficiary in respect of the Company.

The transfer of registered shares requires the authorization of the Board of Directors, which may delegate these powers. Authorization will be given after purchasers have notified their name, nationality, and address on a form provided by the Company, and declare that they have acquired the shares in their own name and for their own account.

The following applies in the case of purchasers who acquire registered shares as trustees: a) trustees who have been authorized by the Board of Directors are recorded in the register of shares as shareholders with voting rights; b) trustees who have not been authorized by the Board of Directors may be refused recognition as

shareholders if the trustors are not disclosed. In such cases, the trustees will be recorded in the share register as shareholders without voting rights.

After hearing registered shareholders, the Board of Directors may delete entries in the share register, with retroactive effect to the date of registration, if the entries were based on false information. The affected party must be notified immediately of this deletion.

Registered shareholders must inform the Company of any changes in their place of residence. If they fail to do so, all postal notices will be deemed to be legally valid if sent to the address recorded in the share register.

### **3. ORGANIZATION**

#### **3.1 General Meeting**

##### **3.1.1 Responsibilities**

The General Meeting of shareholders is the supreme governing body of the Company. It has the following non-transferable powers:

- determining and amending the Articles of Association;
- electing and dismissing the members of the Board of Directors and the auditors;
- approving the annual report and the consolidated financial statements;
- approving the single-entity financial statements and adopting the resolution on the utilization of net retained profit, in particular determining dividends;
- approving the activities of the members of the Board of Directors;
- adopting resolutions on matters reserved for the General Meeting by law or by the Articles of Association.

##### **3.1.2 Venue and time of the General Meeting**

The venue for the General Meeting is stipulated by the convening body.

**Ordinary General Meeting:** a General Meeting must be held every year within six months of the end of the fiscal year.

**Extraordinary General Meeting:** additional General Meetings may be convened at any time, as required. An Extraordinary General Meeting must be held if requested by shareholders who individually or together represent at least 10 percent of the share capital. The request must be made to the Board of Directors in writing, stating the agenda items and motions.

### 3.1.3 Convening

The General Meeting is convened by the Board Of Directors or, if necessary, the auditors.

The Meeting must be convened no later than twenty days before the date of the General Meeting in the form prescribed by Article 5 of the Articles of Association.

All agenda items and motions by the Board of Directors, and shareholders who have requested the General Meeting, must be announced in the notice convening the General Meeting.

No resolutions can be adopted on motions relating to agenda items that have not been properly announced; exceptions to this relate to motions to convene an Extraordinary General Meeting or to conduct a special audit in accordance with sections 697 (a) to (g) of the OR.

Requests regarding items to be included in the agenda may be requested by one or more shareholders representing shares of a par value of at least CHF 15'000.

### 3.1.4 Documents

The annual report and auditors' report must be made available to shareholders for inspection at the Company's registered office no later than twenty days before the Ordinary General Meeting. All shareholders may require a copy of these documents to be sent to them without delay, and must be informed of this in the notice convening the General Meeting.

Shareholders may request the annual report in its approved form and the auditors' report from the Company for a period of one year after the General Meeting.

### 3.1.5 Chair of the meeting, minutes

The Chair is the Chairman of the Board of Directors, or another member if he is unable to attend. If neither the Chairman nor another member is available, the Chair is determined by the Meeting, with the election organized by the shareholder with the largest voting power; in this case, a third party who is not a shareholder may also be elected.

The Chair designates a secretary, and if necessary one or more tellers; they need not necessarily be shareholders.

Minutes are kept of the discussions and the resolutions of the General Meeting; in accordance with section 702 (2) of the OR, they must include information on the shares represented and the representatives, the resolutions and the election results, the information requests lodged and the replies provided, as well as the statements made for the record. The minutes must be signed by the Chair and the secretary. The shareholders are entitled to inspect the minutes.

### 3.1.6 Voting rights and proxies

Each share entitles the holder to one vote. In the case of resolutions on the approval of the activities of the Board of Directors, persons who have played any role in management have no voting rights.

Shareholders may be represented by a proxy. The proxy must be issued in writing. The Board of Directors decides on whether proxies will be recognized.

### 3.1.7 Resolutions

The General Meeting is quorate regardless of the number of shares that are represented.

The General Meeting adopts its resolutions and holds its ballots by a majority of votes cast. Abstentions and unmarked ballots are not taken into account. The legal provisions that stipulate a different majority are not affected, in particular those set out in section 704 of the OR (amendments to the purpose, introduction of voting shares or provisions on restricted registered shares, special forms of capital increase, curtailment of pre-emptive rights, relocation or merger, and transformation).

Resolutions and ballots are held openly, unless the majority of the General Meeting requests a written ballot or the Chair orders a written or an electronic ballot.

The General Meeting may only approve the single-entity financial statements and resolve the utilization of the net retained profit if the auditors' report is available and an auditor is present. The presence of the auditor can be dispensed with by the unanimous resolution of all shares represented.

### 3.1.8 Right to receive information, special audit

At the General Meeting, each shareholder is entitled to require information about the affairs of the Company from the Board of Directors, and information about the conduct and findings of the audit from the auditors.

Each shareholder may apply to the General Meeting to have certain matters clarified by a special audit in accordance with section 697 (a) to (g) of the OR, where this is necessary to exercise shareholders' rights, and the shareholder has already exercised the right to information or the right to inspection.

## 3.2 Board of Directors

### 3.2.1 Responsibilities

The Board of Directors is the Company's managing body. It is responsible for all matters that are not assigned to the General Meeting or the auditors.

The following responsibilities are not transferable; neither can they be withdrawn:

- executive management of the Company and the issue of the necessary instructions;
- stipulating the organization;
- structuring the accounting system, financial controls and financial planning, where this is necessary for the management of the Company;
- nominating and dismissing persons entrusted with management and representation;
- highest-level supervision of the persons entrusted with management positions, in particular regarding compliance with laws, the Articles of Association, regulations, and instructions;
- preparing the annual report and the General Meeting, and implementing the resolutions of the General Meeting;
- notifying the courts in the case of overindebtedness.

The Board of Directors is authorized to transfer management or individual elements of it to one or more of its members, or to third parties, subject to the provisions of the preceding paragraph. It must issue an administrative regulation if it wishes to make use of this authorization.

Members of the Board of Directors and other persons authorized to represent the Company sign together in pairs.

### 3.2.2 Number of members, term of office, right to membership

The Board of Directors comprises one or more persons.

The term of office is one year. The period between one Ordinary General Meeting and the next counts as a year. Re-election is permitted up to and including the age of seventy. If a member of the Board of Directors resigns before the end of his/her term, his/her successor succeeds to the term of office.

### 3.2.3 Constitution, convening, minutes

The Board of Directors constitutes itself. In particular, it appoints its Chairman, the Deputy, and the Secretary. The latter need not be a member of the Board of Directors.

The Board of Directors meets as often as its business requires. The meetings are convened and chaired by the Chairman, or in his absence by the Deputy. All members of the Board of Directors are entitled to require the immediate convening of a meeting, stating reasons.

Minutes are kept of the discussions and the resolutions; they must be signed by the Chair of the meeting and the Secretary.

#### 3.2.4 Quorum, resolutions, and postal votes

The Board of Directors is quorate when the majority of its members are present. This does not apply to resolutions which require public notarization, for which no quorum is required.

Resolutions are adopted by a majority of votes cast. The Chair of the meeting takes part in the vote, and the Chairman has the casting vote.

Postal votes: resolutions may also be adopted by means of a written statement on a motion, provided that no member demands a verbal discussion. All forms of communication that provide documentary evidence of the resolution may be used.

#### 3.2.5 Compensation

The members of the Board of Directors receive a fee per fiscal year for their duty to be available, their availability, and responsibility, as well as their ordinary activities; this is charged to operating expenses. In addition, they are entitled to claim reimbursement of their expenses. The fee is determined by the Board of Directors and may include fixed and variable portions.

### **3.3 Auditors**

#### 3.3.1 Responsibilities

The auditors are the auditing body engaged by the Company. Their responsibilities are set out in the law.

The Board of Directors may commission the auditors at any time to conduct and report on special audits and reviews, and in particular to conduct interim audits.

#### 3.3.2 Qualifications, term of office

An auditing company under state supervision shall be elected as auditors.

The auditors must be independent according to the legal provisions.

The term of office is one year. The period between one Ordinary General Meeting and the next counts as a year. Re-election is permitted.

## **4. ACCOUNTING**

### **4.1 Fiscal year**

The Company's fiscal year is determined by the Board of Directors.

#### **4.2 Proper accounting**

The Board of Directors determines which rules and standards shall be applicable for the accounting and the annual financial statements, in accordance with the law.

The books must be maintained according to the principles of proper accounting. Sections 662 to 670 of the OR apply.

#### **4.3 Reserves**

Sections 671 to 674 of the OR apply to the establishment of reserves.

### **5. ANNOUNCEMENTS, NOTICES**

Announcements are published in the *Schweizerisches Handelsamtsblatt* (SHAB – Swiss Official Gazette of Commerce).

Notices to shareholders are sent by mail to the addresses recorded in the share register.

### **6. DISSOLUTION AND LIQUIDATION**

Sections 736 to 751 of the OR apply to the dissolution and liquidation of the Company.

March 18, 2011