



To the Shareholders of Straumann Holding AG

## Invitation to the Annual General Meeting

Friday, 20 March 2009, at 10:30 a.m. (doors open at 9:30 a.m.) in the Kongresszentrum Messe Basel, Room San Francisco, Messeplatz 21, Basel, Switzerland

### Agenda and Proposals of the Board of Directors

**1. Presentation of the 2008 business report and the reports of the auditors**

**2. Approval of the 2008 Annual Report (including the Compensation Report), the 2008 Annual Financial Statements and the 2008 Consolidated Financial Statements**

The Board of Directors proposes that the 2008 Annual Report, which includes the compensation report, the 2008 Financial Statements and the 2008 Consolidated Financial Statements be approved.

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

The Board of Directors proposes that the 2008 available earnings of CHF 593'435'702, consisting of the 2008 full-year profit of CHF 219'650'739 and retained earnings from the preceding year of CHF 371'452'382, as well as changes in the reserve for treasury shares of CHF 2'332'581 be used as follows:

Distribution of a dividend of CHF 3.75 (gross) per share on the per 31.12.2008 existing share capital entitled to dividends of CHF 1'558'513	CHF	58'444'253
and on the share capital created from contingent share capital since 1 January 2009, at maximum	CHF	526'241
Retained earnings, at least	<u>CHF</u>	<u>534'465'208</u>
Available earnings 2008	<u>CHF</u>	<u>593'435'702</u>

**4. Discharge of the Board of Directors**

The Board of Directors proposes that its members be granted discharge for their activities in the 2008 business year.

**5. Amendment of the Articles of Association**

The Board of Directors proposes to amend Articles 3.1.1, 3.1.5, 3.1.8, 3.2.2, 3.2.5, 3.3.1, 3.3.2 and 4.2 of the Articles of Association as follows:

Existing version	New proposal
<p>3.1.1 Responsibilities</p> <p>The General Meeting of shareholders is the supreme governing body of the Company. It has the following non-transferable powers:</p> <ul style="list-style-type: none"> <li>- determining and amending the Articles of Association;</li> <li>- electing and dismissing the members of the Board of Directors, <b>the auditors, and the Group auditors</b>;</li> <li>- approving the annual report and the consolidated financial statements;</li> <li>- approving the single-entity financial statements and adopting the resolution on the utilization of net retained profit, in particular determining dividends <b>and the management bonus (i.e. the share of profits paid to the members of the Board of Directors)</b>;</li> <li>- approving the activities of the members of the Board of Directors;</li> <li>- adopting resolutions on matters reserved for the General Meeting by law or by the Articles of Association.</li> </ul>	<p>3.1.1 Responsibilities</p> <p>[unchanged]</p> <ul style="list-style-type: none"> <li>- [unchanged]</li> <li>- electing and dismissing the members of the Board of Directors <b>and the auditors</b>;</li> <li>- [unchanged]</li> <li>- approving the single-entity financial statements and adopting the resolution on the utilization of net retained profit, in particular determining dividends;</li> <li>- [unchanged]</li> <li>- [unchanged]</li> </ul>
<p><b>3.1.5 Universal Meeting</b></p> <p><b><i>A General Meeting may also be held without adhering to the formal provisions, if all shares are represented and all shareholders are in agreement. In this case, it is a Universal Meeting.</i></b></p> <p><b><i>All agenda items and resolutions that fall within the remit of the General Meeting can be discussed and valid resolutions on these matters can be adopted, provided that all shares are represented and no shareholder raises any objections.</i></b></p>	<p><b>[deleted]</b></p> <p><b>Articles 3.1.6 – 3.1.9 are re-numbered to 3.1.5 – 3.1.8</b></p>

Existing version	New proposal
<p>3.1.8 Resolutions</p> <p>The General Meeting is quorate regardless of the number of shares that are represented.</p> <p>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).</p> <p>Resolutions and ballots are held openly, unless the majority of the General Meeting requests or the Chair orders a written ballot.</p> <p>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.</p>	<p><b>3.1.7</b> Resolutions</p> <p>[unchanged]</p> <p>[unchanged]</p> <p>Resolutions and ballots are held openly, unless the majority of the General Meeting requests <b>a written ballot</b> or the Chair orders <b>a written or an electronic ballot</b>.</p> <p>[unchanged]</p>
<p>3.2.2 Number of members, term of office, right to membership</p> <p>The Board of Directors comprises one or more persons. <b>They must be shareholders or representatives of a legal entity or trading company invested in the Company.</b></p> <p>The term of office is <b>three years</b>. 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.</p>	<p>3.2.2 Number of members, term of office, right to membership</p> <p>The Board of Directors comprises one or more persons.</p> <p>The term of office is <b>one year</b>. 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.</p>

Existing version	New proposal
<p>3.2.5 Compensation</p> <p>The members of the Board of Directors receive a <b>fixed</b> 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, <b>irrespective of the net profit for the year and the net retained profit</b>. In addition, they are entitled to claim reimbursement of their expenses. The fee is determined by the Board of Directors. <b>The Board of Directors is also authorized to determine the fee on an effort basis.</b></p> <p><b>Extraordinary activities and additional effort are reimbursed according to the time involved.</b></p> <p><b>Shares in profit, i.e. the management bonus, may only be determined by the General Meeting.</b></p>	<p>3.2.5 Compensation</p> <p>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, irrespective of the net profit for the year and the net retained profit. In addition, they are entitled to claim reimbursement of their expenses. The fee is determined by the Board of Directors <b>and may include fixed and variable portions.</b></p> <p><b>[deleted]</b></p> <p><b>[deleted]</b></p>
<p>3.3 Auditors</p> <p>3.3.1. Responsibilities</p> <p>The auditors are the auditing body engaged by the Company. Their responsibilities are set out in <b>sections 728 to 730 of the OR.</b></p> <p>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.</p>	<p>3.3 Auditors</p> <p>3.3.1 Responsibilities</p> <p>The auditors are the auditing body engaged by the Company. Their responsibilities are set out in <b>the law.</b></p> <p>[unchanged]</p>
<p>3.3.2 <b>Composition</b>, qualifications, term of office</p> <p><b>The auditors comprise one or more auditors. A trading company or a cooperative may also be elected.</b></p> <p>The auditors must be independent <b>and qualified</b> according to the legal provisions; <b>sections 727 (a) to (d) of the OR apply.</b></p> <p>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.</p>	<p>3.3.2 Qualifications, term of office</p> <p><b>An auditing company under state supervision shall be elected as auditors.</b></p> <p>The auditors must be independent according to the legal provisions.</p> <p>[unchanged]</p>

Existing version	New proposal
<p data-bbox="188 360 480 394">4.2 Proper accounting</p> <p data-bbox="188 622 813 719">The books must be maintained according to the principles of proper accounting. Sections 662 to 670 of the OR apply.</p>	<p data-bbox="887 360 1177 394">4.2 Proper accounting</p> <p data-bbox="887 427 1414 589"><i>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.</i></p> <p data-bbox="887 629 1050 663">[unchanged]</p>

## 6. Election of Directors

The Board of Directors proposes the re-election of Dr. Sebastian Burckhardt, Dominik Ellenrieder, Dr. h.c. Rudolf Maag, Jürg Morant, Oskar Ronner und Dr. h.c. Thomas Straumann, and the new election of Gilbert Achermann, all for a one-year term.

## 7. Appointment of Auditors for 2009

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

Basel, 23 February 2009

### STRAUMANN HOLDING AG

Chairman of the Board of Directors



Dr. h.c. Rudolf Maag



## **Explanations**

### **Documents**

The 2008 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](http://www.straumann.com).

### **Admission Card and Voting Materials**

The shareholders listed as of 27 February 2009 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 13 March 2009.

### **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 2 March 2009 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 latest, it should be done at one of the admission desks on the day of the Annual General Meeting.