

ANNUAL GENERAL MEETING 2020

INVITATION

Tuesday, 7 April 2020

9:30 a.m. (doors open at 8:30 a.m.)

Congress Center Basel

Montreal Hall

Messeplatz 21, Basel, Switzerland



straumanngroup

To the shareholders of Straumann Holding AG

Dear Madam, Dear Sir

Basel, 6 March 2020

We cordially invite you to our Annual General Meeting on 7 April 2020 at 9:30 a.m. Please find enclosed the agenda, reply form (for ordering admission cards and for granting authorization to the independent voting representative), as well as summaries of our 2019 Annual Report and Compensation Report.

Please complete and sign the reply form and send it to the share registrar (areg.ch ag) as soon as possible. Replies must reach the registrar by 3 April 2020 at the latest. If you would like to be represented by the independent voting representative, please specify your voting instructions on the reply form before sending it. Alternatively, you can register for the Annual General Meeting online and provide your instructions to the independent voting representative at www.netvote.ch/straumann.

Admission cards will be sent as of 24 March 2020. If you would like to be represented by a third party, please sign the admission card and give it to your representative together with your instructions.

The Annual General Meeting will be held in the Congress Center at the Basel Trade Fair Center (Messe Basel). It is our pleasure to invite you to coffee and croissants before the Annual General Meeting and to drinks afterwards. We kindly ask you to note that the whole event will finish at around 12:00 noon.

We look forward to seeing you.

Yours sincerely,
Straumann Holding AG



Gilbert Achermann
Chairman of the Board of Directors

Enclosures

- Registration form with reply envelope
- 2019 Annual Report Highlights
- Compensation Report Summary

Agenda and proposals of the Board of Directors

1. Approval of the Management Report, the Annual Financial Statements, the Consolidated Financial Statements and consultative vote on the Compensation Report for the 2019 business year

1.1. Approval of the Management Report, the Annual Financial Statements and the Consolidated Financial Statements for the 2019 business year

The Board of Directors proposes that the Management Report, the Annual Financial Statements and the 2019 Consolidated Financial Statements be approved.

1.2. Consultative vote on the Compensation Report for the 2019 business year

In addition, the Board of Directors proposes that the 2019 Compensation Report be approved in a consultative vote. The Compensation Report sets out the relevant principles of Straumann's compensation system and contains information about the compensation paid to the Board of Directors and the Executive Management.

2. Appropriation of earnings and dividend payment for the 2019 business year

The Board of Directors proposes to appropriate the 2019 earnings as follows:

(in CHF)	
Net profit for 2019	215 946 294.42
Carried forward from previous years	1 065 503 217.53
Changes to reserves for own shares	10 508 451.68
Profit available to the Annual General Meeting	1 291 957 963.63
Proposed dividend distribution ¹	-91 226 521.50
Balance carried forward	1 200 731 442.13

1 Based on 15 878 984 issued shares minus 13 502 treasury shares; the number of issued shares/ treasury shares may change up until the Annual General Meeting.

The Board of Directors proposes the distribution of a gross dividend of CHF 5.75 per share. Any excess balance shall be carried forward to the new accounts.

Explanation

The dividend will be paid out net of 35% withholding tax as of 15 April 2020. Treasury shares held by Straumann Holding AG and its affiliates are not entitled to dividends.

3. Discharge of the Board of Directors

The Board of Directors proposes that the members of the Board of Directors be granted discharge for their activities in the 2019 business year.

4. Approval of the compensation of the Board of Directors for the next term

The Board of Directors proposes a fixed compensation component in a maximum amount of CHF 2.7 million for all its members collectively for the period commencing at the 2020 Annual General Meeting and ending at the 2021 Annual General Meeting.

Explanation

The compensation for the Board consists of a fixed compensation component, which is paid in cash and shares. Approximately 40% of the total compensation is paid in shares at the market value on the date of grant, which are blocked for two years. The proposed maximum amount includes all social security charges and the fringe benefits listed in the Compensation Report. The Board of Directors determines the compensation payable to its members within the limits approved by the shareholders.

5. Approval of the compensation of the Executive Management

Explanation

The compensation paid to the Executive Management consists of a fixed compensation component in cash for the period starting on 1 April 2020 and ending on 31 March 2021, a variable short-term compensation component in cash, paid retrospectively for the past business year 2019, and a variable long-term, share-based compensation component for the current business year 2020:

- The fixed compensation components are individually defined by the Board of Directors within the limits approved by the Annual General Meeting.
- The long-term, variable remuneration payable to the individual members of the Executive Management will be granted in the form of 'Performance Share Units' (PSUs) within the limits approved by the Annual General Meeting. The grant value is the annual contractual amount to be converted to a number of PSUs on the grant date. Vesting is subject to performance conditions of absolute and relative Total Shareholder Return after 3 years. The achievement can result in a vesting factor of anywhere from 0 to a maximum of 2 shares per PSU.
- The short-term variable compensation component to be approved by the General Meeting has been calculated for the individual members of the Executive Management based on the achievement of specific financial and company-specific targets.

The proposed maximum amounts include the fringe benefits listed in the Compensation Report as well as social security charges.

Please refer to our Annual Report, or to our Summary Compensation Report, which is enclosed, for further information on fixed and variable compensation.

5.1 Approval of the fixed compensation of the Executive Management for the period from 1 April 2020 to 31 March 2021

The Board of Directors proposes a total fixed compensation of CHF 9.2 million for all 14 members of the Executive Management (2019: 12 members) collectively for the period from 1 April 2020 to 31 March 2021.

5.2 Approval of the long-term variable compensation of the Executive Management for the current business year

The Board of Directors proposes a long-term variable compensation at a grant value of CHF 3.2 million for all members of the Executive Management collectively for the 2020 business year.

5.3 Approval of the short-term variable compensation of the Executive Management for the 2019 business year

The Board of Directors proposes a short-term variable compensation in the amount of CHF 6.1 million for all members of the Executive Management collectively for the 2019 business year.

6. Election of the Board of Directors and the Chairman

The term of office of all members of the Board of Directors ends at the 2020 Annual General Meeting. Ulrich Looser is not standing for re-election. The remaining members of the Board are standing for re-election.

Accordingly, the Board proposes the re-election of:

- Gilbert Achermann, as a member and Chairman
- Monique Bourquin, as a member
- Dr Sebastian Burckhardt, as a member
- Juan-José Gonzalez, as a member
- Dr Beat Lüthi, as a member
- Dr h.c. Thomas Straumann, as a member
- Regula Wallimann, as a member,

for a term of one year ending with the completion of the 2021 Annual General Meeting.

Further, the Board of Directors proposes the election of:

- Marco Gadola, as a member

for a term of one year ending with the completion of the 2021 Annual General Meeting.

Marco Gadola was CEO of the Straumann Group from 2013 to 2019. He rejoined Straumann in 2013, having previously served as Chief Financial Officer and EVP Operations from 2006 to 2008. He spent the interim years at Panalpina, as Chief Financial Officer and Regional CEO Asia/Pacific. Mr. Gadola is Swiss and was born

in 1963. He holds a degree in business administration and economics from Basel University and completed various programs at the London School of Economics, IMD in Lausanne, and INSEAD in Paris. His other Board mandates in 2020 include Calida, DKSH and Medacta.

7. Election of the members of the Human Resources & Compensation Committee

The Board of Directors proposes the election of:

- Monique Bourquin, as a member of the Human Resources & Compensation Committee
- Dr Beat Lüthi, as a member of the Human Resources & Compensation Committee
- Regula Wallimann, as a member of the Human Resources & Compensation Committee,

for a term of one year ending with the completion of the 2021 Annual General Meeting.

8. Election of the independent voting representative

The Board of Directors proposes the re-election of NEOVIUS AG, Basel, as the independent voting representative for a term of office of one year ending with the completion of the 2021 Annual General Meeting.

9. Election of the auditors

The Board of Directors proposes the re-election of Ernst & Young AG, Basel, as the auditor for the 2020 business year.

Organizational details and additional information

A 2019 Annual Report (incl. Compensation Report)

The 2019 Annual Report including the Compensation Report and the corresponding auditor's reports are published in English online and have been available since 18 February 2020 at the company domicile as well as on the internet at: <http://annualreport.straumann.com>.

B Registration/admission cards

Shareholders registered in Straumann Holding AG's share register as shareholders with voting rights at 5:00 p.m. on 23 March 2020 are entitled to participate in and vote at the Annual General Meeting.

Shareholders, who wish to participate in person at the Annual General Meeting or who wish to be represented by the independent voting representative or by a third party are requested to return the reply form enclosed in this invitation by post to the share registrar, areg.ch ag, Fabrikstrasse 10, 4614 Hägendorf, Switzerland. Reply forms received by the share registrar after 3 April 2020 will not be processed.

Admission cards will be dispatched as of 24 March 2020.

C Representation

Shareholders who cannot attend the Annual General Meeting may be represented by a third party or the independent voting representative, NEOVIUS AG, Attn. Dr Stephan Frey, Hirschgässlein 30, 4010 Basel, Switzerland.

Shareholders who wish to be represented by the independent voting representative are required to specify their voting instructions on the reply form, to sign and post it to the share registrar so that it arrives by 3 April 2020.

Shareholders who wish to be represented by a third party are required to order an admission card, which they must sign and give to their proxy representative together with their voting materials.

D Electronic communication

Shareholders may issue proxies and instructions to the independent voting representative electronically via www.netvote.ch/straumann. The instructions must be recorded no later than 11:59 a.m. on 3 April 2020.

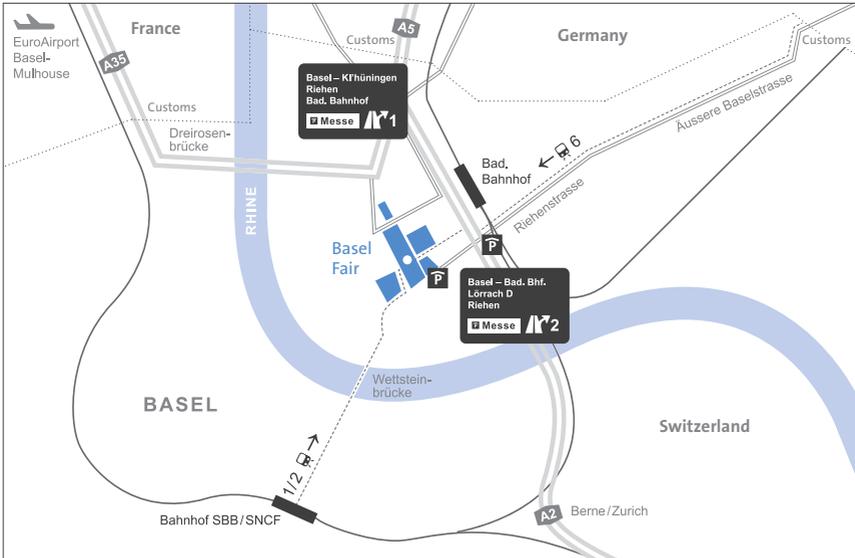
E Requests to speak

Shareholders wishing to comment on an agenda item during the Annual General Meeting are requested to inform our staff at the registration desk in the hall before the meeting begins.

F Translation

This document is the English translation of the German original invitation. In case of any discrepancies between the English translation and the German original, the German original shall prevail.

Directions



BY TRAIN TO THE CONGRESS CENTER

BASEL SBB TRAIN STATION

- Tram Nr. 2 direction “Basel, Eglise”, exit tram stop “Messeplatz”

BADISCHER BAHNHOF TRAIN STATION

(8 minutes’ to walk to the Congress Center)

- Tram Nr. 2 direction “Binningen, Kronenplatz”, exit tram stop “Messeplatz”
- Tram Nr. 6 direction “Allschwil, Dorf”, exit tram stop “Messeplatz”