

CORPORATE GOVERNANCE



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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](#) and various internal policies, e.g. on quality, IT, internal information and suppliers as well as employee 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.

GROUP STRUCTURE AND SHAREHOLDERS

The Straumann Group is headquartered in Basel. Its products and services are sold in more than 100 countries through its various distribution subsidiaries and third-party distributors ([see worldwide locations](#)). The subsidiary management is responsible for managing the local daily business. As laid down in the Organizational Regulations, the respective Regional Sales Head, the CFO 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. 157.

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 has partnered with and invested in a number of companies to support its strategic ambition of becoming a total solution provider in esthetic dentistry and targeting unexploited growth markets and segments. A list of the subsidiaries, associates and joint ventures of the Straumann Group as of 31 December 2019 can be found in Note 9.5 of the audited consolidated financial statements on p. 181 f.

SIGNIFICANT SHAREHOLDERS

The major shareholders on 31 December 2019 are listed in the table on the following page, which is based on shareholdings recorded in the share register and notifications on the [SIX Swiss Exchange online reporting platform](#). In 2019, the Group reported the following transaction according to Art. 20 of the Federal Act on Stock Exchanges and Securities Trading (Stock Exchange Act, SESTA): the purchase of shares by and the delegation of voting rights to the Capital Group Companies, Inc.,

| | |
|-----------------------|--|
| Name | Straumann Holding AG |
| Domicile | Peter Merian-Weg 12, 4052 Basel, Switzerland |
| Listed on | SIX Swiss Exchange |
| Valor number | 1228 007 |
| ISIN | CH 0012 280 076 |
| Ticker symbol | STMN |
| LEI number | 50670046ML5FIM60Z37 |
| Market Capitalization | CHF 15.1bn |

Capital structure (in CHF 1 000)

| | 31 Dec 2019 | 31 Dec 2018 | 31 Dec 2017 |
|---|-------------|-------------|-------------|
| Equity | 1 367 222 | 1 204 320 | 1 077 044 |
| Reserves | (194 447) | (157 503) | (81 117) |
| Retained earnings | 1 556 272 | 1 356 839 | 1 156 724 |
| Non-controlling intererests | 3 809 | 3 396 | (150) |
| Ordinary share capital (fully paid in) | 1 588 | 1 588 | 1 588 |
| Conditional share capital | 28 | 28 | 28 |
| Authorized share capital | 0 | 0 | 0 |
| Number of registered shares | 15 878 984 | 15 878 984 | 15 878 984 |
| Treasury shares (% of total) | 0.09% | 0.29% | 0.42% |
| Nominal value per share (in CHF) | 0.10 | 0.10 | 0.10 |
| Registration restrictions | None | None | None |
| Voting restrictions / Voting privileges | None | None | None |
| Opting-out, opting-up | None | None | None |

Los Angeles, California, USA, representing 3.02% of the overall shares. Details of the transaction were published on the [SIX Swiss Exchange online reporting platform](#).

CROSS-SHAREHOLDINGS

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

CAPITAL STRUCTURE

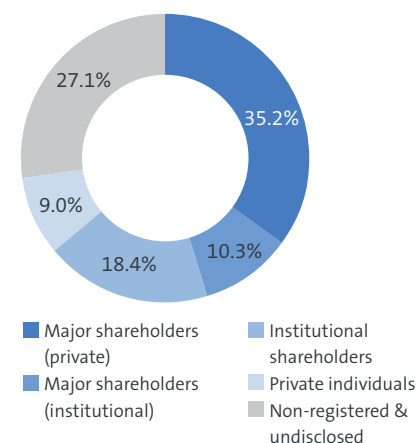
There have been no changes in the share capital in the past three years. On 31 December 2019, the share capital was composed of:

- 15 878 984 registered shares, fully paid in, each with a nominal value of CHF 0.10
- Conditional capital of CHF 28 396, divided into 283 955 conditional shares, each with a nominal value of CHF 0.10, which relates to 1.79% of the existing share capital.

The Group's conditional share capital is approved for an unlimited period for use in employee equity participation plans (see Compensation Report p. 124 and Note 8.3 of the Financial Report on p. 177). Straumann Holding AG has no authorized share capital and no category of shares other than registered shares. There are no restrictions on the transferability of the shares.

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 granted to certain employees as a compensation component (see p. 126 for details), and the CHF-200-million domestic straight bond launched in 2013 and due on 30 April 2020 (see Note 7.2 on p. 169 for details).

**Shareholdings on 31 December 2019
(by segment)**



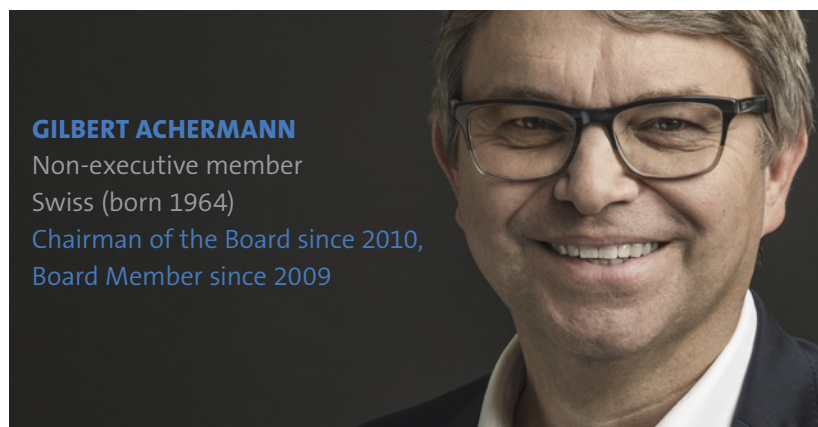
Major shareholders

| | (in %) | |
|--|--------------------------|--------------------------|
| | 31 Dec 2019 ¹ | 31 Dec 2018 ¹ |
| Dr h.c. Thomas Straumann (Vice Chairman of the Board) | 16.9 | 17.1 |
| Dr h.c. Rudolf Maag | 11.5 | 11.5 |
| BlackRock Inc. (concern) ² | 7.3 | 6.5 |
| Simone Maag de Moura Cunha | 3.7 | 3.7 |
| Gabriella Straumann | 3.0 | 3.0 |
| The Capital Group Companies, Inc. ² | 3.0 | n/a |
| TOTAL | 45.4 | 41.8 |

1 Or at last reported date if shareholdings are not registered in the share register.

2 Not or only partially registered in the share register.

BOARD OF DIRECTORS OF STRAUMANN HOLDING AG



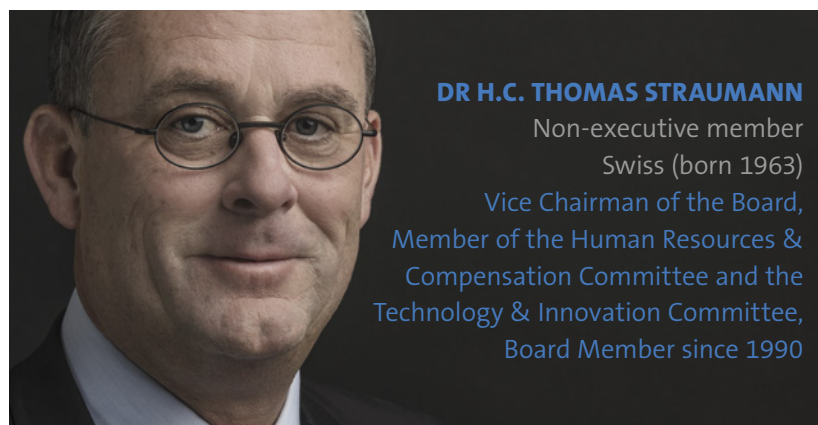
Other main activities in 2019: Member of the Board of Julius Bär Group (Nomination Committee Chair), Committee Member of the Basel Chamber of Commerce, Board Member of the ITI¹; Supervisory Board Member of IMD Business School, Lausanne; Juror at VentureKick and Business Angel.

Career highlights: In previous years, Gilbert Achermann served as Chairman and Co-CEO of the Vitra Group, a family-owned furniture and retail company; Chairman of the Siegfried Group, a listed pharma service company, and Vice Chairman of the Moser Group, a privately owned luxury watchmaking company. From 2002 to 2010, he was CEO of Straumann, which he joined as CFO in 1998. 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 (HVV) in St. Gallen.

Key attributes for the Board: Mr 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.

¹ For relationship to Straumann see Note 9.4 on p. 180.

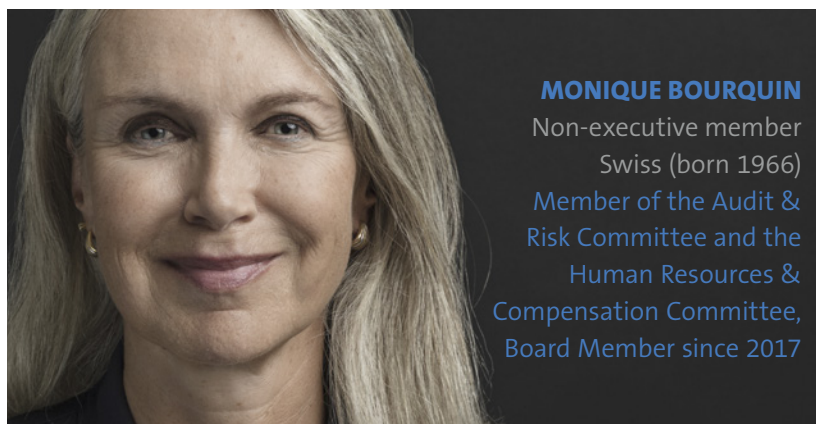


Other main activities in 2019: Board memberships: Centervision AG (Chairman), CSI Basel Horse Event AG (Chairman), Medartis AG (Chairman) and Grand Hotel Les Trois Rois, Basel (owner).

Career highlights: Thomas Straumann was responsible for establishing the new Institut Straumann AG in 1990 and was both CEO (–1994) and Chairman (–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 Chairman; the Grand Hotel Les Trois Rois, Basel – of which he is the owner and a Board Member, and CSI Basel AG – the equestrian event company, of which he is Chairman. 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.



Other main activities in 2019: Member of the Boards of Emmi AG, Kambly Holding AG, Weleda AG. President of Promarca (Swiss branded goods association), Board Member of GfM (Swiss marketing association), Member of the Board of trustees of Swisscontact (NGO), lectures in the Executive MAS program of the Swiss Federal Institute of Technology (ETH), Zurich.

Career highlights: Having worked with PWC, Rivella and Mövenpick, Monique Bourquin joined Unilever in 2002. After four years as a Country Manager from 2008 to 2012, she became CFO for the GAS region from 2012 to 2016. She also held board mandates in Promarca, various Unilever internal companies and two Unilever pension funds.

Qualifications: Degree in economics and finance from St. Gallen University.

Key attributes for the Board: In addition to her board experience in other companies, Monique Bourquin has a strong track record in general management, finance, marketing, distribution and leadership gained from her career in the international consumer-goods industry.



Other main activities in 2019: Partner at Vischer AG, Law firm in Basel, Zurich and Geneva; Member of the Boards of Dolder AG, Grether AG, Jungbunzlauer Holding AG and persona service AG.

Career highlights: After a year with Davis Polk & Wardwell in New York in 1985, Sebastian Burckhardt joined Gloor Schiess & Partners, a predecessor firm of Vischer AG, where he advises family-owned businesses in the life sciences, banking and distribution fields.

Qualifications: Studies in Economics and Law; PhD in Law from Basel University; admitted to the Bar of Switzerland; Civil law notary in Basel; admitted to the New York Bar following studies at New York University School of Law.

Key attributes for the Board: Dr Burckhardt is an independent specialist in corporate and commercial law and in mergers, acquisitions, joint ventures, licensing, distribution and technology agreements. His knowledge includes many years of experience on corporate boards.

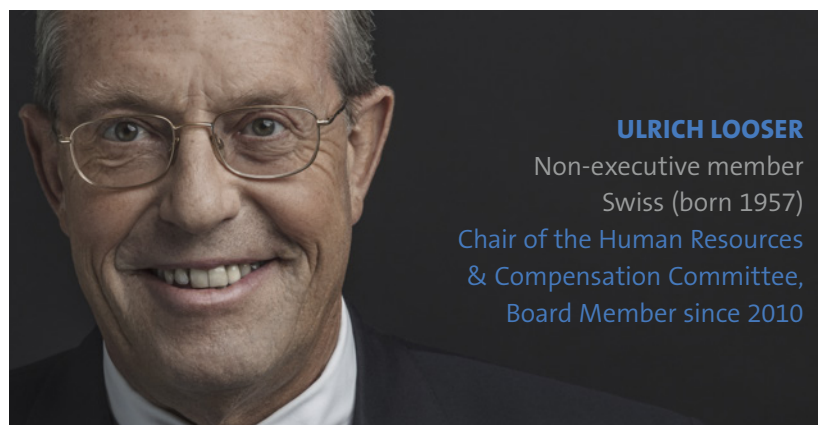


Other main activities in 2019: Chief Executive Officer at Ambu.

Career highlights: Before joining Ambu, Juan-José Gonzalez served as President of Johnson & Johnson's orthopedic business, DePuy Synthes, in the US and as 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. Previously, he has 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, USA; Master's Degree in Technology Management from Columbia University, New York, USA; Bachelor's Degree in Industrial Engineering from Lima University, Peru.

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



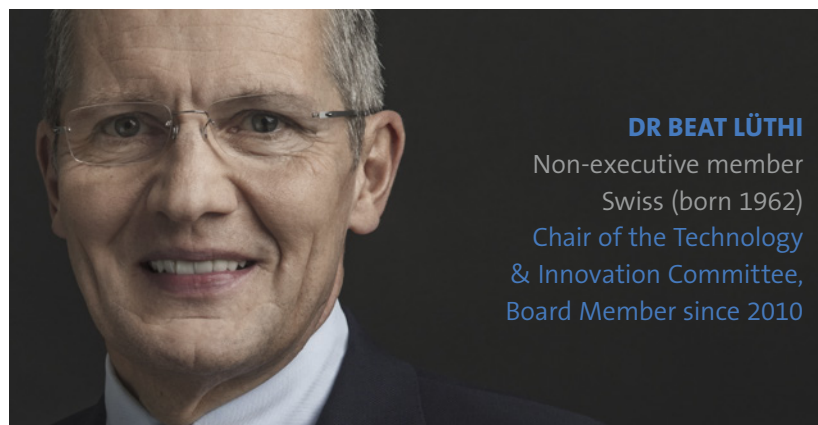
Other main activities in 2019: Partner of Berg Looser Rauber & Partners AG, Member of the Boards of Bachofen Holding AG (Chairman), Kardex Group (People Committee Chair), LEM Holding SA (People Committee Chair), u-blox AG (Audit Committee Chair), Spross Entsorgungs Holding AG, University of Zürich and others (see chart on p. 94 f.).

Career highlights: From 2001 to 2009, Ulrich Looser was with Accenture Ltd, where he became Chairman of its Swiss affiliate (2005) and Managing Director of the Products Business in Austria, Switzerland and Germany. Earlier, he spent six years as a partner at McKinsey & Company Ltd., where he worked from 1987–2001.

Qualifications: Master's degrees in physics from the Swiss Federal Institute of Technology (ETH), Zurich, and in economics from St. Gallen University.

Key attributes for the Board: His expertise in strategy, project and human capital management is of great value. He also adds in-depth consultancy and business development experience.

Ulrich Looser has decided not to stand for re-election to the Board at the 2020 AGM.



Other main activities in 2019: CEO and co-owner of CTC Analytics AG, Zwingen, Member of the Boards of Apaco AG, Inficon Holding AG (Chairman), and Orell Füssli Holding AG.

Career highlights: Beat 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. He joined the Feintool Group in 1998 and was its CEO for four years. In 2003, he returned to Mettler-Toledo as CEO of the Laboratory Division. At the end of 2007, he joined CTC Analytics to lead and further develop the company as an entrepreneur.

Qualifications: PhD in Engineering from the Swiss Federal Institute of Technology (ETH), Zurich; executive program at INSEAD.

Key attributes for the Board: Beat Lüthi combines entrepreneurship and corporate experience in different industries, which make him a valuable contributor to strategic and operational matters. His scientific background and experience as a CEO, Chairman and Board member are of further benefit.



Other main activities in 2019: Member of the Boards of Adecco Group AG (Audit Committee Chair), Helvetia Holding AG, Swissgrid AG (Finance & 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 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, financial reporting, risk management and corporate governance.

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 | Functional experience | International business experience | Digitaliza- tion, technology | Strategy, business transfor- mation | HR, compen- sation | Board governance | Sustainability |
|---------------|-------------------------|---------------------------------------|-------------------------------------|----------------------------|--|---|--------------------------|---|------------------------------------|--|-----------------------|---------------------|----------------|
| G. Achermann | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | |
| T. Straumann | ✓ | | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ |
| M. Bourquin | ✓ | ✓ | | | | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | |
| S. Burckhardt | | ✓ | ✓ | ✓ | | | ✓ | | | | ✓ | ✓ | ✓ |
| J.J. Gonzalez | ✓ | | ✓ | ✓ | | ✓ | ✓ | ✓ | | | | | |
| U. Looser | ✓ | | | | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | |
| B. Lüthi | ✓ | ✓ | | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | |
| R. Wallimann | ✓ | ✓ | ✓ | ✓ | | | ✓ | | | | ✓ | ✓ | ✓ |

At the 2019 General Shareholders Meeting, Juan-José Gonzalez was elected as an additional board member. Apart from this, the composition of the Board of Directors remained unchanged in 2019. As of the General Meeting in April 2019, the Board comprised eight non-executive members, none of whom has been a member of the Executive Management of any of the Group's companies during the past three years. None of the Directors had any significant business connections with Straumann Holding AG or any of its subsidiaries in 2019.

The Directors are all Swiss citizens with the exception of Juan-José Gonzalez, who has Peruvian and US citizenship. The average age of the Board Members at year-end was 56.

ELECTIONS AND TERM OF OFFICE

The members of the Board, the Chairman, 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 Chairman 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.

At the 2019 AGM, all of the existing Board members and the Chairman were re-elected and Juan-José Gonzalez was elected as an additional Board member. Monique Bourquin, Ulrich Looser and Thomas Straumann were elected to the Human Resources & Compensation Committee. Following the AGM, the Board appointed Thomas Straumann as its Vice Chairman, and Monique Bourquin, Sebastian Burckhardt and Regula Wallimann as members of the Audit & Risk Committee and Juan-José Gonzalez, Beat Lüthi and Thomas Straumann as members of the newly created Technology & Innovation Committee. Regula Wallimann, Ulrich Looser and Beat Lüthi were appointed to chair the Audit & Risk, Human Resources & Compensation and Technology & Innovation Committees, respectively.



The Group was a top-three company in the 2019 accolades for diversity and governance awarded by the Cercle Suisse des Administratrices (CSDA), recognizing companies whose share of women on the Board of Directors is at least a quarter and which pursue a policy in favour of women in management.

Straumann Board of Directors – Memberships in other Boards

| Member | Commercial enterprise | Other entities / Charities | Location | Function |
|----------------------|---|--|----------|-------------------------------|
| Gilbert Achermann | IMD – International Institute for Management Development | | CH | Supervisory Board Member |
| | Julius Bär Gruppe AG / Bank Julius Bär & Co. AG ¹ | | CH | Board member |
| | | Basel Chamber of Commerce | CH | Committee member |
| | | International Team for Implantology (ITI) | CH | Board member |
| Thomas Straumann | Centervision AG | | CH | Chairman |
| | CSI Basel Horse Event AG | | CH | Chairman |
| | Grand Hotel Les Trois Rois | | CH | Board member |
| | Medartis Holding AG ¹ & Medartis group companies | | CH | Chairman |
| | | FDR Foundation for Dental Research and Education | CH | Board member |
| Monique Bourquin | Emmi AG ¹ | | CH | Board member |
| | Kambly Holding AG / Kambly SA Spécialités de biscuits suisses | | CH | Board member |
| | Swisscontact | | CH | Board member |
| | Weleda AG | | CH | Board member |
| | | Promarca Schweizerischer Markenartikelverband (Swiss branded goods association) | CH | President of the Board |
| | | GfM Schweizerische Gesellschaft für Marketing (Swiss marketing association) | CH | Board member |
| Sebastian Burckhardt | Amsler Tex AG | | CH | Board member |
| | Applied Chemicals International Group AG & group companies | | CH | Board member |
| | Dolder AG | | CH | Board member |
| | Grether AG & Gretherpark AG & Grether 3 AG | | CH | Board member |
| | Immobilien-gesellschaft zum Rheinfels AG | | CH | Chairman |
| | Jungbunzlauer Holding AG | | CH | Board member |
| | Le Grand Bellevue SA | | CH | Board member (until mid 2019) |
| | persona service AG & persona service GmbH Schweiz | | CH | Board member |
| | | Fondation Bénina | CH | Board member |

| Member | Commercial enterprise | Other entities / Charities | Location | Function |
|------------------|---|---|----------|--------------------------|
| Ulrich Looser | Bachofen Holding AG | | CH | Chairman |
| | Baitella AG | | CH | Board member |
| | BlessArt Raumsystem AG | | CH | Board member |
| | BLR & Partners AG & BLR group companies | | CH | Chairman |
| | Kardex AG ¹ | | CH | Board member |
| | LEM Holding SA ¹ | | CH | Board member |
| | Spross Entsorgungs Holding AG | | CH | Board member |
| | u-blox AG ¹ | | CH | Board member |
| | | Economiesuisse | CH | Board member |
| | | Swiss-American Chamber of Commerce: 'Doing Business in the US' | CH | Board member |
| Beat Lüthi | | Swiss National Fund | CH | Board member |
| | | University Hospital Balgrist, Zurich | CH | Board member |
| | | University of Zurich | CH | Board member |
| | | | | |
| Regula Wallimann | APACO AG | | CH | Board member |
| | CTC Analytics AG | | CH | CEO & Board member |
| | INFICON Holding AG ¹ | | CH | Chairman |
| | Orell Füssli Holding AG ¹ | | CH | Board member |
| Regula Wallimann | Adecco Group AG ¹ | | CH | Board member |
| | Helvetia Holding AG ¹ | | CH | Board member |
| | Swissgrid AG | | CH | Board member |
| | | University of St. Gallen, Institute of Accounting, Control and Auditing (ACA-HSG) | CH | Supervisory Board member |

1 Publicly listed companies.

OTHER ACTIVITIES AND VESTED INTERESTS

Unless stated in their CVs or in the table above, none of the Directors:

- Performed any activities in governing or supervisory bodies of significant foreign or domestic organizations, institutions or foundations under private or public law
- Held any permanent management or consultancy position for significant domestic or foreign interest groups
- Held any official function or political post.

PERMITTED MANDATES OUTSIDE STRAUMANN (PURSUANT TO ART. 12 OAEC)

Art. 4.4 of Straumann's Articles of Association states that no member of the Board may perform more than 15 additional mandates (i.e. mandates in the highest-level governing body of a legal entity required to be registered in the Commercial Register or in a corresponding foreign register) in commercial enterprises, 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 and legal entities with a public or charitable purpose, and in 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.

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 2019, the full Board held 6 meetings and 3 telephone conferences. The Audit & Risk Committee and the Human Resources & Compensation Committee met 5 times each and the Technology & Innovation Committee met twice. (see table on p. 98). 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, is responsible for the minutes. The Board of Directors consults external experts on specific topics where necessary.

The Board conducts an annual 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, which do not require a quorum. Valid resolutions require a majority of the votes cast. In the event of a tie, the Chairman 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/dismisses the CEO and members of the EMB. The tasks and duties of the Board, as well as those of the Chairperson and Vice Chairperson 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, since April 2019, a Technology & Innovation Committee, each consisting of no fewer than three Board members with relevant background and experience.

AUDIT & RISK COMMITTEE

Members: Regula Wallimann (Chair), Monique Bourquin and Dr Sebastian Burckhardt

HUMAN RESOURCES & COMPENSATION COMMITTEE

Members: Ulrich Looser (Chair), Monique Bourquin, Dr h.c. Thomas Straumann

TECHNOLOGY & INNOVATION COMMITTEE

Members: Dr Beat Lüthi (Chair), Juan-José Gonzalez, 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 chairpersons of both the Audit & Risk Committee and the Technology & Innovation Committee are appointed by the Board of Directors. The Human Resources & Compensation Committee constitutes itself.

The tasks of each of these committees 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.

Board Committees

| | Audit & Risk Committee | Human Resources & Compensation Committee | Technology & Innovation Committee |
|---------------------------------------|---------------------------|---|---|
| G. Achermann Chairman | | | |
| Dr h.c. T. Straumann Vice Chairman | | Member | Member |
| M. Bourquin | Member | Member | |
| Dr S. Burckhardt Secretary | Member | | |
| J. J. Gonzalez | | | Member |
| U. Looser | | Chair | |
| Dr B. Lüthi | | | Chair |
| R. Wallimann | Chair | | |

Time (days) spent by Directors at Board / Committee meetings and on company related matters

| 2019 Meetings | Board | Audit & Risk Committee | Human Resources & Compensation Committee | Technology & Innovation Committee | Other | TOTAL DAYS |
|---------------|-------|---------------------------|---|---|-------|------------|
| G. Achermann | 9 | 5 | 5 | 2 | 89 | 108 |
| T. Straumann | 5 | - | 4 | 1 | 20 | 30 |
| M. Bourquin | 9 | 3 | 5 | - | 12 | 29 |
| S. Burckhardt | 9 | 5 | - | - | 10 | 24 |
| J.J. Gonzalez | 5 | - | - | 2 | 7 | 14 |
| U. Looser | 9 | - | 5 | - | 11 | 25 |
| B. Lüthi | 9 | 2 | - | 2 | 10 | 23 |
| R. Wallimann | 9 | 5 | - | - | 15 | 29 |



The Board of Directors maintains close contact with the EMB and gains information through co-travel, site visits and participation in staff meetings, e.g. in Round Rock as shown here.

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. 108 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.

PROPOSED NEW BOARD MEMBER

At the Annual General Meeting of the shareholders on 7 April 2020, the Board of Directors will propose the election of Marco Gadola as a new Board Member. His track record as CEO of the Straumann Group and his qualifications are presented in his CV on p. 109. His other activities in 2020 include memberships of the Boards of Calida Group (Chairman), DKSH Holding (Chairman) and Medacta Group. His key attributes for the Board include: strong executive track record in a broad range of global businesses, extensive knowledge of the dental industry and the Straumann Group, expertise in finance and coaching, insight from directorships in other industries.

INFORMATION AND CONTROL INSTRUMENTS VIS-À-VIS THE EXECUTIVE MANAGEMENT MANAGEMENT INFORMATION SYSTEM

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

Straumann operates a state-of-the-art SAP enterprise resource planning system, which covers 90% of all business transactions of the Group's fully consolidated entities. The system links Group headquarters directly with all major subsidiary companies and production sites, including Brazil, which switched to SAP on 1 January 2019. ClearCorrect will be switched to SAP in the second quarter of 2020 and Anthogyr is due to follow early in 2022. This system greatly reduces the potential for error or fraud, and enables the Executive and Senior Management to monitor local processes and related figures directly, in detail and in real time.

In addition, the Board of Directors maintains close contact with the Executive Management and gains first-hand information through workshops, co-travel, site visits and 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 Group CFO, 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



The team responsible for implementing SAP at our Curitiba site, which took 18 months and was completed in 2019.

SAP links HQ with all major subsidiaries and production sites, including Brazil as of January 2019.

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.

A highly experienced team at KPMG in Basel complemented by local KPMG offices with specific local language skills and expertise conducts the Internal Audits reporting to the Audit & Risk Committee. In 2019, five internal audits were performed at global and local levels 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). 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 (see p. 51 ff.).

EXECUTIVE MANAGEMENT BOARD (AS OF 1 JANUARY 2020)

GUILLAUME DANIELLOT

French (born 1970)

Chief Executive Officer

as of 1 January 2020

Head Sales North America

2016-2019



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 2013–16 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.

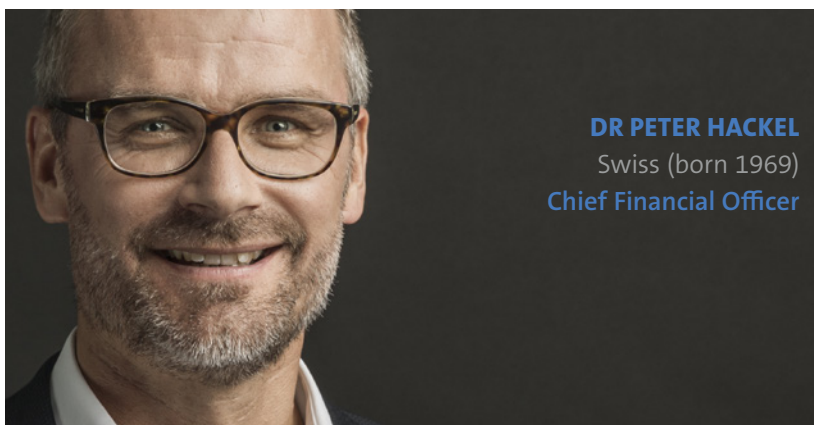
Other activities: Member of the Board of the ITI¹ as of 1 January 2020.

1 For relationship to Straumann see Note 9.4 on p. 180.

DR PETER HACKEL

Swiss (born 1969)

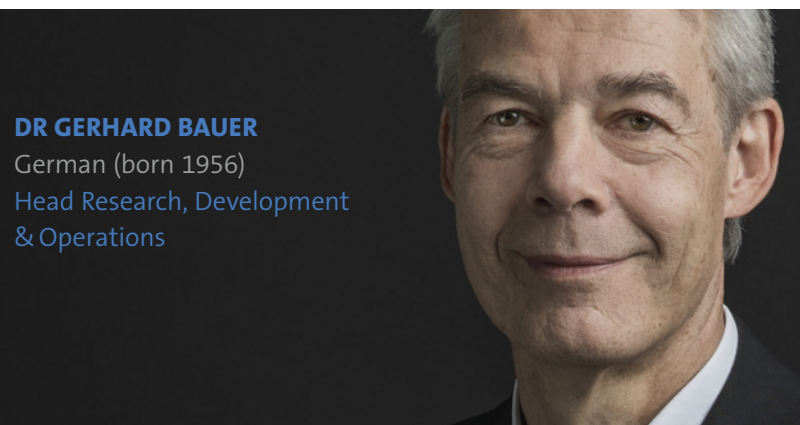
Chief Financial Officer



Career highlights: Peter Hackel rejoined Straumann 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 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, he spent three years at Geistlich Biomaterials as Director of Marketing & Sales Orthopedics and two years at McKinsey & Company as a consultant. He was nominated Switzerland's CFO of the year 2020.

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.

Other activities: Peter Hackel has been nominated for election to the Board of Directors of Georg Fischer AG at the shareholders AGM on 15 April 2020.



Career highlights: Gerhard Bauer has spent more than 30 years in the pharmaceutical and medical device industry in various leadership positions. Prior to joining Straumann in 2010, Dr Bauer held managerial positions at Nextpharma, a specialist company in the biotech industry, and at Bausch&Lomb, a global leader in eye-care products. From 1992 to 2008, his career at Bausch & Lomb was distinguished by increasing responsibility, including his appointment as Head of Global Operations & Engineering and member of the Executive Management Team in 2006. From 1984 to 1992, he worked for Ciba Vision, a subsidiary of Novartis. He began his career in production in 1983 at a subsidiary of the GlaxoSmithKline corporation.

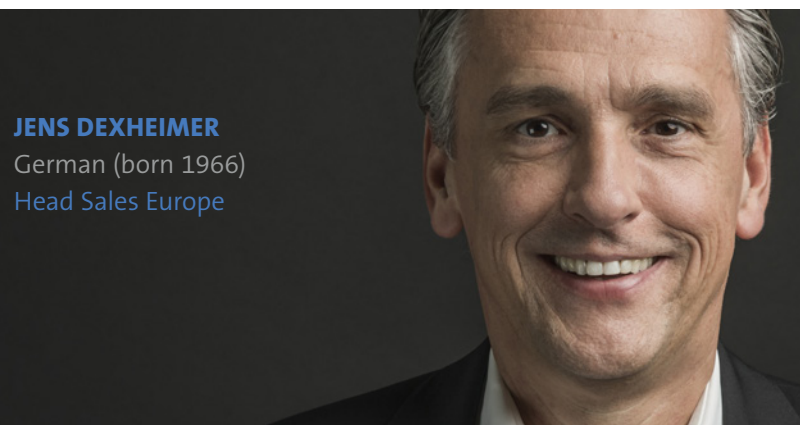
Qualifications: PhD in Pharmaceutics from the Institute of Pharmaceutics at the Ludwig-Maximilians-University in Munich; advanced degree in Pharmaceutical Technology from the Bavarian Chamber of Pharmacists.

Other activities: Member of the Boards of Swiss Medtech and sitem-insel AG, Switzerland.



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: Commercial Apprenticeship plus a number of business school diplomas including that of the St. Gallen Management Center.



Career highlights: Jens Dexheimer is responsible for the Group's European region and joined the EMB in 2016 as Head of Western Europe. In previous positions, he successfully managed Straumann's business in Germany and Iberia. He moved to Straumann in 2010 from Wella/Procter & Gamble, which he joined in 1996 and where he rose through various international roles of increasing responsibility culminating in country, divisional and regional leadership. He began his career in the consumer goods industry with Benckiser in Germany.

Qualifications: Degree in Economics from the State Vocational Academy in Mannheim; Master's in Business and Politics from Mainz University; Executive Development Program at Kellogg University in Chicago.



Career highlights: Camila Finzi joined Straumann 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.

HOLGER HADERER

German (born 1969)
Head Marketing & Education
as of 1 January 2020



Career highlights: Prior to joining the EMB in his current role 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: Degree in Economics from Baden-Wuerttemberg Cooperative State University (DHBW).

PATRICK LOH

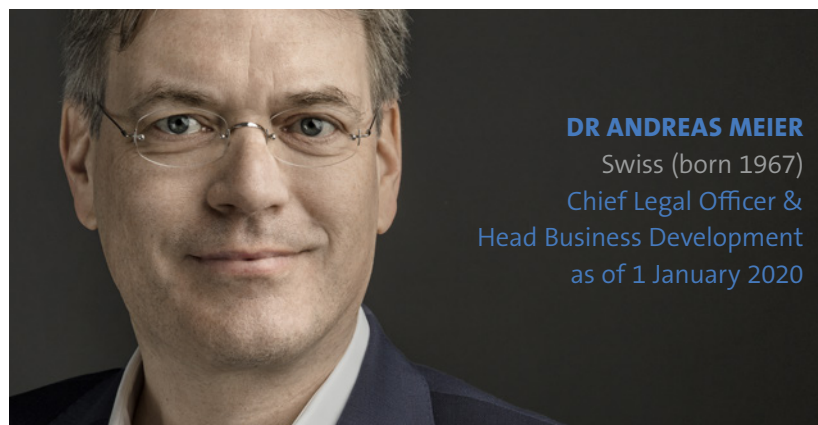
Malaysian (born 1967)
Head Sales Asia/Pacific



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 thirty 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.

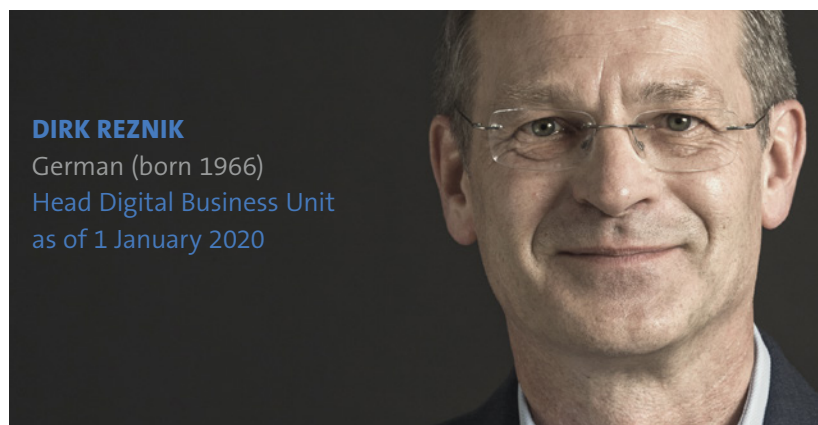
Other activities: Chairman of the Essence & DM Dental Industry Investment Partnership, a private equity fund addressing the dental sector in China.



Career highlights: Andreas Meier joined Straumann in 2005 as the Group's Chief Legal and Chief Compliance Officer. He was assigned additional leadership responsibilities for Intellectual Property & Trademarks (2013) and Business Development & Licensing and Corporate Communication (2018) and joined the Executive Management Board at the beginning of 2020. He also serves as a Secretary of the Board of Directors of Straumann Holding AG (non-member). Prior to joining Straumann, Andreas Meier worked for several years as an attorney with the law firm Vischer in Zürich and Basel, as well as Cravath Swaine & Moore in New York.

Qualifications: Attorney at Law; PhD in Law from Basel University; LLM from NYU School of Law; Advanced Management Program at Harvard Business School.

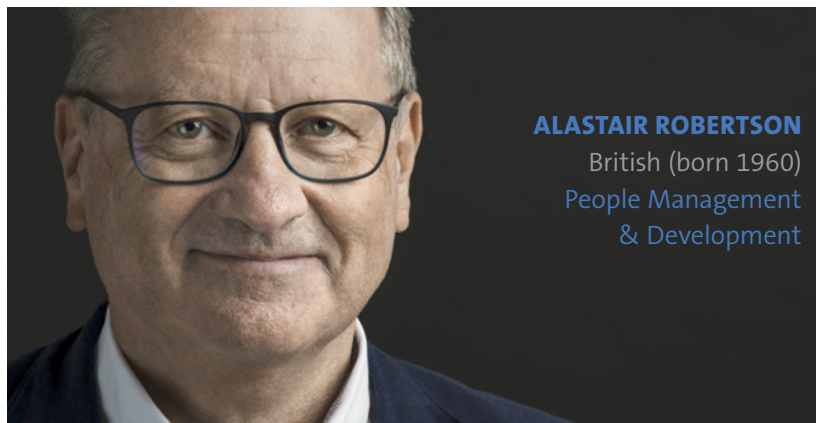
Other activities: Trustee of the 'Schönes Lächeln' Foundation, Switzerland.



Career highlights: Dirk Reznik is an experienced executive with a proven international track record in electronic consumer products and digital ecosystems. He joined Straumann from the Vorwerk Group, where he was CEO of its largest division, Thermomix, for 9 years. Renowned for its innovative culinary devices and digital ecosystem, Thermomix generates sales of more than 1.1 billion euros in more than 50 countries. Mr Reznik began his career at Vorwerk in 1993 and progressed through positions of increasing responsibility in marketing, business development, country management and divisional leadership.

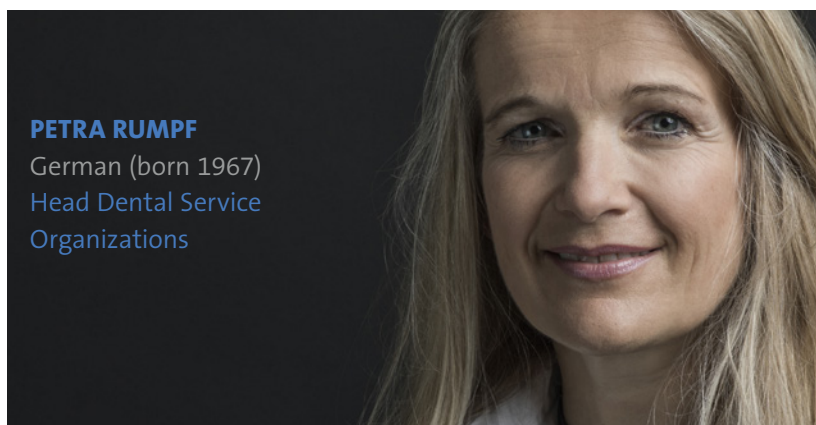
Qualifications: Degree in Business Administration from the University of Paderborn, CAS HSG (Certified Director for Board Effectiveness) from the University of St. Gallen.

Other activities: Member of the Boards of Directors/Advisory Board of Amor Holding in Germany, Gilde Management Buy out in Switzerland, and Moguntia Food Group in Switzerland.



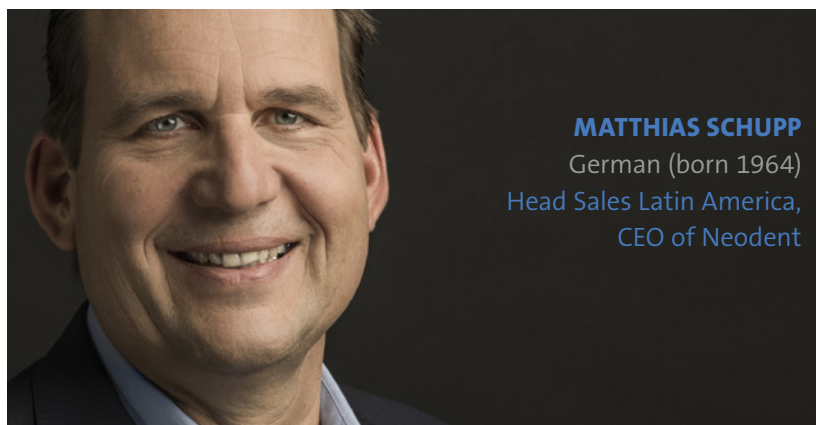
Career highlights: Before taking on his current role at Straumann in mid 2019, Alastair Robertson served as Chief HR/People Officer and Member of the Executive Board in each of his three previous companies: Kingfisher Plc (2016–19), C&A (2014–16) and Panalpina (2007–14). In his last role at Kingfisher 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).



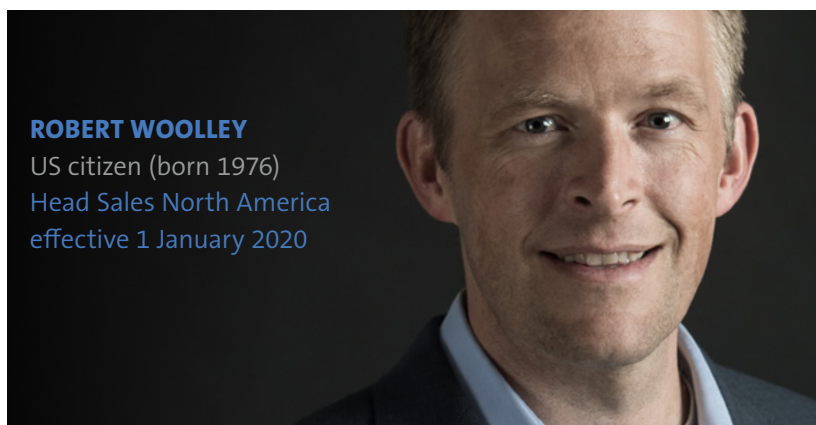
Career highlights: Petra Rumpf joined Straumann in 2015 as Executive Vice President, Head Instrand Management & Strategic Alliances and moved into her current role in 2017. Before joining Straumann, she worked for Nobel Biocare from 2007 to 2014, where she served on the Executive Committee and was responsible for Corporate Development and M&A, global e-commerce, clinical training & education, and distributor business development. During her last three years at Nobel Biocare, she was also responsible for Alpha-Bio Tec. She also managed the successful initiation of the Foundation for Oral Rehabilitation (FOR), which is globally active in science, education and humanity. Previously, she spent 16 years at Capgemini Consulting, where she became Vice President Strategy & Transformation Consulting.

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



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.



Career highlights: Robert Woolley joined Straumann in fall 2019 and took on his current responsibilities at the beginning of 2020. Previously, he headed the ENT business unit of Stryker, a leading medical technology company, which he joined in 2014 as Managing Director and General Manager of the Neurovascular business in EMEA. Between 2010 and 2014, he headed the European business unit of TriVascular, a medical technology company specializing in vascular repair devices. Prior to this, he spent two years as Director of Business Development at Dow Healthcare and three years in managerial positions at Medtronic in M&A integration, marketing and sales. He began his career in 2000 at Dow Chemical in Technical Sales & Account Management.

Qualifications: BSc in Mechanical Engineering from Brigham Young University; MBA from Harvard Business School.

The CEO and, under his direction, the other EMB members are responsible for the Group's overall business and day-to-day management. The EMB is also responsible for the implementation of strategic decisions and stakeholder management. The CEO reports to the Board regularly and whenever extraordinary circumstances require. Each member of the EMB is appointed and discharged by the Board of Directors.

APPOINTMENTS AND CHANGES

2019

In June 2019, Dr Alexander Ochsner, Head Global People Management & Development, left the Straumann Group to become CEO of the International Team for Implantology ITI. He was succeeded by Alastair Robertson, who joined the Group from Kingfisher plc.

The EMB comprised 12 members on 31 December 2019 including the CEO.

2020

Straumann has invested significantly in career and personal development programs in recent years.

The following EMB appointments became effective on 1 January 2020:

- Guillaume Daniellot took over from Marco Gadola as CEO of the Straumann Group, in line with the succession announcement made at the beginning of 2019
- Holger Haderer, former Head of Straumann Germany, was appointed Head of Marketing and Education succeeding Frank Hemm, who decided to leave the company after a long and successful career at Straumann spanning more than 15 years
- Dr Andreas Meier, Chief Legal Officer and Head of Business Development & Licensing
- Dirk Reznik, who joined the company from Vorwerk, took over from Peter Zihla as Head of the Digital Business Unit (as of 1 January 2020, Peter Zihla has been appointed Chief Information & Data Officer with responsibility for the new ITDM unit)
- Robert Woolley, who joined the company from Stryker in fall 2019, took over from Guillaume Daniellot as Head of North America.

The following EMB appointment became effective on 20 January 2020:

- Camila Finzi joined from Alcon as Head of the Orthodontics Business Unit.

On 3 February 2020, the Group announced that Mark Johnson will join from Eprexia to succeed Dr Gerhard Bauer as Head of Research, Development & Operations, who will retire at the end of June 2020.

Executive Management Board as of January 2020

CHIEF EXECUTIVE OFFICER

Guillaume Daniellot

SALES EUROPE

Jens Dexheimer

DISTRIBUTOR & EMERGING MARKETS EMEA

Wolfgang Becker

SALES NORTH AMERICA

Robert Woolley

SALES ASIA/PACIFIC

Patrick Loh

SALES LATIN AMERICA/CEO OF NEODENT

Matthias Schupp

DENTAL SERVICE ORGANIZATIONS

Petra Rumpf

CHIEF FINANCIAL OFFICER

Dr Peter Hackel

MARKETING & EDUCATION

Holger Haderer

RESEARCH, DEVELOPMENT & OPERATIONS

Dr Gerhard Bauer

DIGITAL BUSINESS

Dirk Reznik

ORTHODONTICS

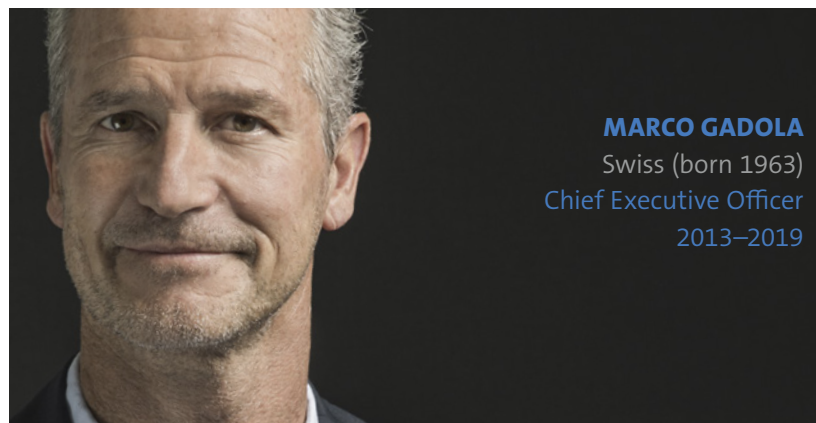
Camila Finzi

CHIEF LEGAL OFFICER & HEAD BUSINESS DEVELOPMENT

Dr Andreas Meier

PEOPLE MANAGEMENT & DEVELOPMENT

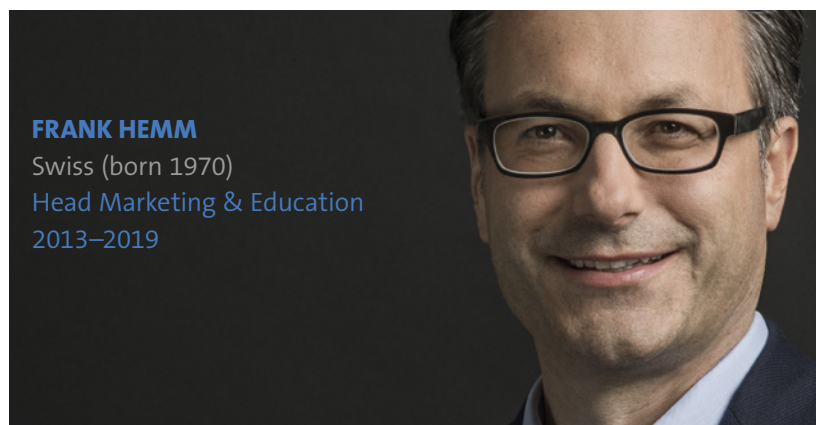
Alastair Robertson

EXECUTIVE MANAGEMENT BOARD (FORMER MEMBERS IN 2019)

Career highlights: During his tenure as CEO, 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 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. 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. He stepped down as CEO at the end of 2019 to pursue various board memberships including Straumann.

Qualifications: Degree from Basel University in business administration and economics; various programs at the London School of Economics, IMD in Lausanne, and INSEAD in Paris.

Other main activities in 2019: Chairman of the Board of Calida Group; Member of the Board of Mettler-Toledo International Inc. (until year-end).



Career highlights: Frank Hemm's career began in management consulting with Andersen Consulting and McKinsey. He joined Straumann in 2004 and was initially responsible for Corporate Business Development & Licensing. He was appointed Head of Sales, Western Europe in 2007. A year later, he took responsibility for the Asia / Pacific Region based in Singapore, where he established and built up Straumann's regional headquarters. In 2012, Mr Hemm joined the Executive Management Board as Head of EMEA and LATAM and moved to his role as Head of Marketing and Education in 2013. He left Straumann at the end of 2019 to pursue a new career in North America.

Qualifications: Master's degree in Economics from St. Gallen University; Master's in Business Administration from Kellogg Graduate School of Management in Chicago.

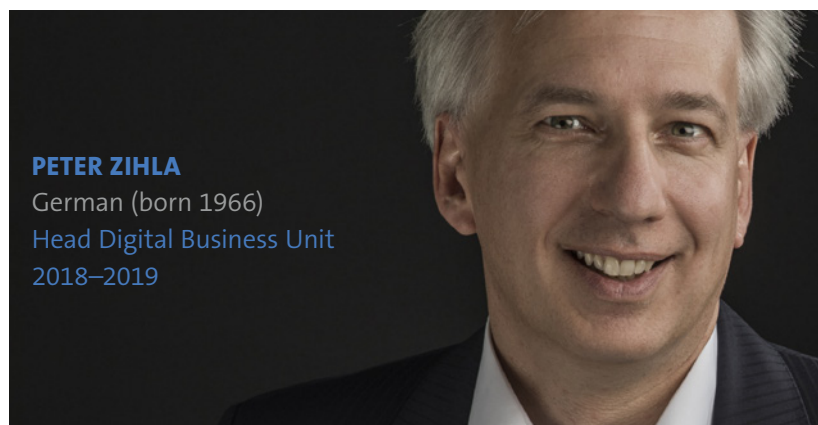
Other main activities in 2019: Member of the Board of the International Team for Implantology.¹

¹ For relationship to Straumann see Note 9.4 on p. 180.



Career highlights: Alexander Ochsner is a seasoned executive with extensive international experience in the medical device industry, having spent more than a decade in senior managerial roles at the top of the dental implant industry. Before moving to the dental industry, he held managerial positions in marketing and sales at Medtronic and Medela. From 2002 to 2008, he worked for Zimmer Dental, where he was Vice President Europe & Asia / Pacific and a member of the Divisional Executive Team. From 2008 to 2012, he worked for Nobel Biocare, where he was Senior Vice President & General Manager EMEA and Member of the Executive Committee. He joined Straumann in September 2012 as Executive Vice President Sales APAC and moved into his role as Head Global People Management & Development in May 2017. He left Straumann in mid 2019 to become the CEO of the ITI.

Qualifications: MSc in natural sciences and PhD from the Swiss Federal Institute of Technology (ETH) in Zurich.



Career highlights: Prior to his appointment as Head Digital Business Unit, Peter Zihla spent four years as Head of Straumann's Corporate Strategic Planning & Business Development team, where he played a key role in 15 strategic transactions around the world, most of which now form the bulk of Straumann's digital portfolio. He joined Straumann in 2006 as Head of Corporate Accounting, Planning & Reporting/Controlling, having spent six years in senior accounting/controlling positions at Hero, the international food group. Before that he was a strategy consultant with Accenture, having begun his career in controlling at the pharmaceutical company E. Merck. He handed over his responsibilities as Executive Vice President, Head of Digital to take up a new role as Chief Information Officer and Head of Data Management.

Qualifications: Degree in Business Administration from Mannheim University; MBA from the City University of New York; Master's in Finance from the London Business School.

The company and the Board of Directors would like to thank Marco Gadola, Frank Hemm and Alexander Ochsner for their valuable contributions and devotion to the Straumann Group over many years and wishes them and their successors all the best for the future. The Group also thanks Peter Zihla for his contribution to the EMB and wishes him every success and fulfillment in his new role.

As of 20 January 2020, the EMB comprised 14 members under the leadership of, and including, the CEO, Guillaume Daniellot.

OTHER ACTIVITIES AND VESTED INTERESTS

Marco Gadola is a Member of the Board of Calida Group (Chairman). In 2019, he was a Member of the Board of Mettler-Toledo International Inc. and since 2020, he is a Member of the Boards of DKSH Holding (Chairman) and Medacta Group. In addition, he is a Panel Member of the Swiss-American Chamber of Commerce.

Dr Gerhard Bauer is a Member of the Board of Swiss Medtech and a Member of the Board of sitem-insel AG, Switzerland.

In 2019, Frank Hemm was a Member of the Board of Directors and Board of Trustees of the International Team for Implantology (ITI), an independent academic network supported by payments from Straumann under a collaboration agreement (see Note 9.4 of the Audited Consolidated Financial Statements on p. 180). He was succeeded in this capacity by Guillaume Daniellot on 1 January 2020.

Since 2017, Patrick Loh has been Chairman of the Essence & DM Dental Industry Investment Partnership, a private equity fund addressing the dental sector in China.

Dr Andreas Meier is a trustee of the 'Schönes Lächeln' Foundation, Switzerland, which is supported by payments from Straumann under a collaboration agreement.

Other than these, no member of the EMB:

- Performed any activities in governing or supervisory bodies of significant foreign or domestic organizations, institutions or foundations under private or public law
- Held any permanent management or consultancy function for significant domestic or foreign interest groups
- Held any official function or political post.

**We thank our former executives
and wish them and their successors
all the best for the future.**

PERMITTED MANDATES OUTSIDE STRAUMANN (PURSUANT TO ART. 12 OAEC)

Art. 4.4 of Straumann's Articles of Association states that no member of the EMB may perform more than five mandates (i.e. mandates in the highest level governing body of a legal entity required to be registered in the Commercial Register or in a corresponding foreign register) in commercial enterprises, of which no more than two may be in listed companies. 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, and legal entities with a public or charitable purpose, and in 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.

OTHER ACTIVITIES AND VESTED INTERESTS

Unless stated in their CV, no member of the EMB:

- Performed any activities in governing or supervisory bodies of significant foreign or domestic organizations, institutions or foundations under private or public law
- Held any permanent management or consultancy function for significant domestic or foreign interest groups
- Held any official function or political post.

MANAGEMENT CONTRACTS

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

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. 123 ff. and in the audited financial statements in Notes 3.3 and 4 on p. 189 f.

SHAREHOLDERS' PARTICIPATION RIGHTS

Each share duly entered in the share register entitles the shareholder to one vote. On 31 December 2019, approximately 72.9% (2018: 73.0%) 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.

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.

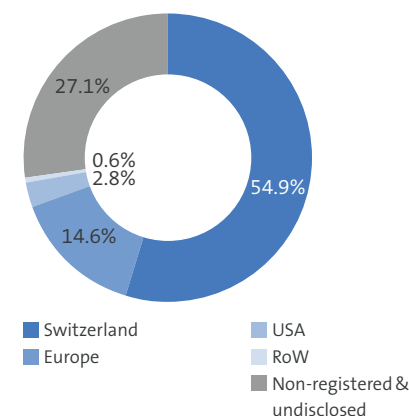
CONVOCATION OF GENERAL MEETINGS, AGENDA PROPOSALS

The Shareholders' General Meeting is convened by the Board of Directors within six months of the end of the business year. In 2020, the Shareholders' General Meeting will take place on 7 April at the Congress Center in Basel, Switzerland.

Shareholders individually or jointly representing at least 10% 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 motions.

Invitations to the General Meeting are issued in writing and are delivered via ordinary mail to the address recorded in the share register at least 20 days before the General Meeting and are published on the [company's website](#). If shareholders agree to the electronic delivery of notices, the invitation is also sent by email. All agenda items and proposals by the Board of Directors and by shareholders who have requested the General Meeting must be announced in the notice convening the General Meeting.

Shareholdings on 31 December 2019
(by geography)



Shareholders by volume of shares held¹

| (absolute number) | 31 Dec 2019 | 31 Dec 2018 |
|--------------------|---------------|---------------|
| 1–100 shares | 10 528 | 8 612 |
| 101–1 000 | 2 349 | 2 240 |
| 1 001–10 000 | 308 | 292 |
| 10 001–100 000 | 49 | 49 |
| 100 001–1 000 000 | 9 | 11 |
| 1 000 001 and more | 3 | 3 |
| TOTAL | 13 246 | 11 207 |

¹ Non-registered shareholders are not considered in this table.

Shareholders who individually or jointly represent shares with a par value of at least CHF 15 000 may request that an item be included in the agenda. The request shall be in writing at least 45 days before the General Meeting and must set forth the agenda items and 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 expressly declare that they have acquired the registered shares in their own name and for their own account. Purchasers who are not willing to make such declarations are registered as shareholders without voting rights. Proof of acquisition of title in the shares is a prerequisite for entry in the share register. Nominees approved by the Board of Directors are recorded in the share register as shareholders with voting rights. Nominees who have not been approved by the Board of Directors may be refused recognition as shareholders if they do not disclose the beneficiary. In such cases, the nominees will be recorded in the share register as shareholders without voting rights. As of 31 December 2019, 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 respective cut-off date for inscriptions is announced in the invitation to the General Meeting.

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.

EXTERNAL AUDITORS

The Shareholders' General Meeting elects and appoints the Group's external auditors on an annual basis. In April 2019, Ernst & Young AG, Basel, was re-elected as auditor of Straumann Holding AG for a sixth term of one year. The auditor in charge is Daniel Zaugg, Swiss Certified Public Accountant, who took over the mandate in 2014. The current cycle for Daniel Zaugg finishes at the General Meeting approving the 2020 financial results.

INFORMATION INSTRUMENTS PERTAINING TO THE EXTERNAL AUDIT

The Board of Directors supervises the external auditors through the Audit & Risk Committee, which met five times in 2019. The external auditors participated in two of these meetings, to discuss the

scope, the audit plan and the auditors' conclusion of the financial report. Details of the instruments that assist the Board in obtaining information on the activities of the external auditors are on p. 99 f.

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

INFORMATION POLICY

Straumann 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 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, 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 personal contacts, discussions, and presentations in Europe, North America and Asia, the Group held four quarterly financial results conferences for the media and analysts in 2019, two of which were teleconferences. On average, each event was attended by approx. 100 participants on-site, by webcast or by conference call. In addition, Straumann's CEO, CFO and Head of Investor Relations attended ten equity conferences as well as fifteen days on the road to meet with investors at their offices.

As in the prior year, the company organized investor meetings focusing on corporate governance topics with the Chairman and the Head of Human Resources & Compensation Committee.

Research analysts from 17 banks/brokers cover developments at the Straumann Group and are listed [online](#).

Apart from this, 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.

| Worldwide fees | (in CHF 1 000) | |
|----------------------|----------------|-------------|
| | 31 Dec 2019 | 31 Dec 2018 |
| Total audit fees | 1 105 | 1 050 |
| Tax consultancy | 513 | 21 |
| Transaction services | 106 | 186 |
| Other services | 15 | 51 |
| Total non-audit fees | 634 | 258 |
| TOTAL | 1 739 | 1 308 |

ANNUAL REPORT & COMPENSATION REPORT

The Group's Annual Report is an important instrument for communicating with various stakeholder groups. It is published electronically in English on the company's website. In addition, printed summaries in English and German are available and are sent to registered shareholders. The Compensation Report is issued as part of the Annual Report and can be [downloaded here](#) in English as well as in German.

MEDIA USED FOR REPORTING PURPOSES

The company's website is www.straumann-group.com. The company's journal of record is the 'Swiss Official Gazette of Commerce' SOGC (Schweizerisches Handelsamtsblatt SHAB).

Subscriptions to the e-mail 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](#).

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CALENDAR

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