

# **Straumann Holding AG**

ordinary general assembly  
of 7 April 2020

## **MINUTES**

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The meeting takes place at the offices of Straumann Holding AG at St. Alban-Anlage 70 in Basel. The Chairman of the Board of Directors, Mr Gilbert Achermann, chairs the meeting.

The chairman opens the meeting at 9:30.

He welcomes Dr. Stephan Frey as representative of Neovius AG, Basel, who is acting as independent proxy, Daniel Zaugg, the representative of the auditors Ernst & Young AG, Basel, who is joining by video, and Dr. Sebastian Burckhardt as Secretary to the Board of Directors.

The Chairman notes that on 6 March 2020 the invitation was sent to the registered shareholders entered in the share register and published in the Swiss Commercial Gazette and on the Straumann website. The annual report, including the remuneration report and the auditors' report, was available at the company's registered office.

On the basis of the Federal Council Ordinance on Measures to Combat Coronavirus Art. 6a, the Board of Directors has ordered that shareholders may exercise their rights exclusively in writing or in electronic form. This was communicated to the shareholders on the Company's website. In addition, all shareholders who requested an invitation card were informed thereof in writing and given another opportunity to grant proxy in writing or electronically. Since the "Congress Center" of Messe Basel, originally proposed for the holding of the General Meeting, is closed due to the same ordinance, the meeting is held in the aforementioned premises of the Company.

The chairman appoints Dr. Sebastian Burckhardt as minute-taker and proceeds to the formal part of the meeting.

In total 11'363'168 shares are represented, all of which are represented by the independent proxy. The voting numbers are determined on the basis of information provided by areg.ch AG, which is responsible for issuing the invitations to the General Meeting and for organising and evaluating proxies.

No additional requests for items to be included on the agenda have been submitted by shareholders. The agenda items listed in the invitation will be discussed.

## Agenda item 1

### Approval of the management report, the annual financial statements, the consolidated financial statements and an advisory vote on the remuneration report for the 2019 financial year

#### Agenda item 1.1

##### Approval of the management report, the annual financial statements and the consolidated financial statements for the 2019 financial year

The Management Report 2019, which includes the Remuneration Report 2019, the Annual Financial Statements 2019 and the Consolidated Financial Statements 2019, as well as the related audit reports, are available. Ernst & Young AG as statutory auditors recommend that the annual financial statements and the consolidated financial statements be approved. The Board of Directors proposes that the management report, the annual financial statements and the consolidated financial statements for 2019 be approved.

./. The management report, the annual financial statements and the consolidated financial statements for 2019 are approved with 11'363'168 valid votes, 11'294'234 (99.39 %) votes in favour, 15'810 (0.14 %) votes against and 53'124 (0.47 %) abstentions.

#### Agenda item 1.2

##### A consultative vote on the remuneration report for the 2019 financial year

The Board of Directors proposes to the Annual General Meeting of Shareholders to approve the 2019 remuneration report in a consultative vote.

./. The remuneration report for the 2019 financial year is approved with 11'363'168 valid votes, 10'164'665 (89.45 %) votes in favour, 976'419 (8.59 %) votes against and 222'084 (1.95 %) abstentions.

## Agenda item 2

### Profit appropriation and dividend payment for the 2019 financial year

./. The meeting resolves with 11'363'168 valid votes, 11'304'003 (99.48 %) votes in favour, 8'952 (0.08 %) votes against and 50'213 (0.44 %) abstentions that the retained earnings be appropriated as follows in accordance with the proposal of the Board of Directors:

Annual profit 2019	CHF	215'946'294.42
Profit carried forward from previous years	CHF	1'065'503'217.53
Change in reserve for treasury shares	<u>CHF</u>	<u>10'508'451.68</u>
Net profit 2019	CHF	1'291'957'963.63
Proposed dividend payment of CHF 5.75 per share	<u>CHF</u>	<u>- 91'226'521.50</u>
Carried forward to new account	<u>CHF</u>	<u>1'200'731'442.13</u>

After deduction of the withholding tax of 35 % on the gross dividend of CHF 5.75 the net pay-out amounts to CHF 3.7375 per share. The dividend will be paid out on 15 April 2020.

**Agenda item 3****Discharge of the Board of Directors**

The Chairman points out that the members of the Board of Directors and the Executive Management Board may not vote in the following vote.

././. The members of the Board of Directors are discharged for their activities in the 2019 financial year with 8'625'318 valid votes, 8'536'583 (98.97 %) votes in favour, 20'385 (0.24 %) votes against and 68'350 (0.79 %) abstentions.

**Agenda item 4****Approval of the remuneration of the Board of Directors for the next term of office**

The Board of Directors proposes the approval of a total compensation of the Board of Directors for the term of office from today's Annual General Meeting to the Annual General Meeting in 2021 in the maximum amount of CHF 2,700,000.

././. The proposal was approved with 11'363'168 valid votes, 10'969'070 (96.53 %) votes in favour, 331'418 (2.92 %) votes against and 62'680 (0.55 %) abstentions.

**Agenda item 5****Approval of the remuneration of the Executive Management Board****Agenda item 5.1****Approval of the fixed remuneration of the Executive Management Board for the period 1 April 2020 to 31 March 2021**

The Board of Directors proposes a fixed remuneration for all members of the Executive Management Board for the period from 1 April 2020 to 31 March 2021 up to a maximum total of CHF 9'200'000.

././. The proposal was approved with 11'363'168 valid votes, 11'071'411 (97.43 %) votes in favour, 226'696 (2.00 %) votes against and 65'061 (0.57 %) abstentions.

**Agenda item 5.2****Approval of the long-term variable remuneration of the Executive Management Board for the current financial year**

The Board of Directors proposes a long-term variable compensation for all members of the Executive Management Board for the current 2020 financial year totalling a maximum of CHF 3'200'000.

././. The motion was approved with 11'363'168 valid votes, 10'887'860 (95.82 %) votes in favour, 409'859 (3.61 %) votes against and 65'449 (0.58 %) abstentions.

**Agenda item 5.3****Approval of the short-term variable compensation of the Executive Management Board for the 2019 financial year**

For the 2019 financial year, the Board of Directors proposes a short-term variable compensation for all members of the Executive Management Board for a maximum total of CHF 6,100,000.

././. The motion was approved with 11'363'168 valid votes, 11'181'912 (98.40 %) votes in favour, 90'996 (0.80 %) votes against and 90'260 (0.79%) abstentions.

## Agenda item 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. Dr Ulrich Looser does not stand for re-election. The remaining members of the Board of Directors stand for re-election for a further term of office.

The Board of Directors proposes the re-election of the following ladies and gentlemen:

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

and the election of Mr. Marco Gadola, as a member,

all in individual election for a one-year term of office until the end of the Annual General Meeting 2021.

- ././ Ms Monique Bourquin will be re-elected to the Board of Directors of Straumann Holding AG for a further term of one year with 11'363'168 valid votes, 11'262'656 (99.12 %) votes in favour, 48'388 (0.43 %) votes against and 52'124 (0.46 %) abstentions.
- ././ Dr Sebastian Burckhardt will be re-elected to the Board of Directors of Straumann Holding AG for a further term of one year with 11'363'168 valid votes, 10'744'457 (94.56 %) votes in favour, 567'407 (4.99 %) votes against and 51'304 (0.45 %) abstentions.
- ././ Mr Juan-José Gonzalez will be re-elected to the Board of Directors of Straumann Holding AG for a further term of one year with 11'363'168 valid votes, 11'211'182 (98.66 %) votes in favour, 99'381 (0.87 %) votes against and 52'605 (0.46 %) abstentions.
- ././ Dr Beat Lüthi will be re-elected to the Board of Directors of Straumann Holding AG for a further term of one year with 11'363'168 valid votes, 11'172'492 (98.32 %) votes in favour, 138'931 (1.22 %) votes against and 51'745 (0.46 %) abstentions.
- ././ Dr. h.c. Thomas Straumann will be re-elected to the Board of Directors of Straumann Holding AG for a further term of one year with 11'363'168 valid votes, 11'064'618 (97.37 %) votes in favour, 247'873 (2.18 %) votes against and 50'677 (0.45 %) abstentions.
- ././ Ms Regula Wallimann will be re-elected to the Board of Directors of Straumann Holding AG for a further term of one year with 11'363'168 valid votes, 11'167'776 (98.28 %) votes in favour, 144'103 (1.27 %) votes against and 51'289 (0.45 %) abstentions.
- ././ Mr Gilbert Achermann will be re-elected as a member of the Board of Directors and Chairman of Straumann Holding AG for a further term of one year with 11'363'168 valid votes, 11'229'858 (98.83 %) votes in favour, 82'021 (0.72 %) votes against and 51'289 (0.45 %) abstentions.

././ Mr Marco Gadola will be elected as a new member of Straumann Holding AG for a term of one year with 11'363'168 valid votes, 8'718'761 (76.73 %) votes in favour, 2'591'542 (22.81 %) votes against and 52'865 (0.47 %) abstentions.

### **Agenda item 7**

#### **Election of the members of the Compensation Committee**

The Board of Directors proposes the re-election of:

- Mrs Monique Bourquin
- Dr. Beat Lüthi
- Mrs Regula Wallimann

as members of the Compensation Committee in individual election for a one-year term of office until the end of the Annual General Meeting 2021.

- ././ Ms Monique Bourquin will be re-elected to the Remuneration Committee of Straumann Holding AG for a further term of one year with 11'363'168 valid votes, 11'248'647 (98.99 %) votes in favour, 45'857 (0.40 %) votes against and 68'664 (0.60 %) abstentions.
- ././ Dr. Beat Lüthi will be re-elected to the Compensation Committee of Straumann Holding AG for a further term of one year with 11'363'168 valid votes, 11'136'835 (98.01 %) votes in favour, 156'059 (1.37 %) votes against and 70'274 (0.62 %) abstentions.
- ././ Ms Regula Wallimann will be re-elected to the Compensation Committee of Straumann Holding AG for a further term of one year with 11'363'168 valid votes, 11'154'916 (98.17 %) votes in favour, 138'207 (1.22 %) votes against and 70'045 (0.62 %) abstentions.

### **Agenda item 8**

#### **Election of the independent proxy**

The Board of Directors proposes to re-elect NEOVIUS AG, Basel, as independent proxy for a one-year term of office until the end of the Annual General Meeting 2021.

- ././ The company NEOVIUS AG, Basel is elected as independent proxy for a term of office of one year with 11'363'168 valid votes, 11'294'079 (99.39 %) votes in favour, 20'502 (0.18 %) votes against and 48'587 (0.43 %) abstentions.

### **Agenda item 9**

#### **Election of the auditors**

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

- ././ The company Ernst & Young AG, Basel is re-elected as auditors of Straumann Holding AG for a term of office of one year with 11'363'168 valid votes, 10'959'275 (96.45 %) votes in favour, 354'252 (3.12 %) votes against and 49'641 (0.44 %) abstentions.

The chairman closes the general meeting at 09:40.

These minutes shall be drawn up in two originals and signed. One copy each is kept in the files of the company and the auditors.

Basel, 7 April 2020

The Chairman of the Board of Directors:    The secretary:

sig. G. Achermann

sig. S. Burckhardt

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Gilbert Achermann

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Dr. Sebastian Burckhardt

TRANSLATION - THE GERMAN MINUTES ARE DECISIVE