

ANNUAL GENERAL MEETING 2021

INVITATION

Friday, 9 April 2021
Without the presence
of the shareholders



straumanngroup

To the shareholders of Straumann Holding AG

Dear Madam, Dear Sir

Basel, 5 March 2021

Please find enclosed the agenda and the reply form (for granting authorization to the independent voting representative) of the 2021 Annual General Meeting, which will be held as in the last year without the presence of the shareholders due to COVID-19.

Please complete and sign the reply form specifying your voting instructions to the independent voting representative and send it to the share registrar (areg.ch) as soon as possible. Replies must reach the registrar by 6 April 2021 at the latest. Alternatively, you can provide your instructions to the independent voting representative at www.netvote.ch/straumann.

Further, please find enclosed summaries of our 2020 Annual Report and Compensation Report. Please refer to www.straumann.com/webcast for a webcast of Straumann's full-year results analyst and media conference call from 16 February 2021.

Yours sincerely,
Straumann Holding AG



Gilbert Achermann
Chairman of the Board of Directors

Enclosures

- Voting instructions form with reply envelope
- 2020 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 2020 business year

1.1. Approval of the Management Report, the Annual Financial Statements and the Consolidated Financial Statements for the 2020 business year

The Board of Directors proposes that the Management Report, the Annual Financial Statements and the 2020 Consolidated Financial Statements be approved.

1.2. Consultative vote on the Compensation Report for the 2020 business year

In addition, the Board of Directors proposes that the 2020 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 2020 business year

The Board of Directors proposes to appropriate the 2020 earnings as follows:

in CHF	
Net profit for 2020	157 595 577.52
Carried forward from previous years	1 200 727 060.63
Changes to reserves for own shares	-1 708 261.29
Profit available to the Annual General Meeting	1 356 614 376.86
Proposed dividend distribution ¹	-91 379 281.75
Balance carried forward	1 265 235 095.11

1 Based on 15 906 824 issued shares minus 14 775 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 2021. 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 2020 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 2021 Annual General Meeting and ending at the 2022 Annual General Meeting.

Explanation

The compensation for the Board consists of a fixed compensation component, which is paid in cash and shares. Shares are granted at market value of the date of grant and are blocked for 2 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 2021 and ending on 31 March 2022, a variable short-term compensation component in cash, paid retrospectively for the past business year 2020, and a variable long-term, share-based compensation component for the current business year 2021:

- 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.
- Due to the extraordinary COVID-19 related circumstances, the Board has decided to award a discretionary bonus considering the excellent leadership and commitment in persevering through the crisis.
- 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 Compensation Report Summary, 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 2021 to 31 March 2022

The Board of Directors proposes a total fixed compensation of CHF 9.0 million for all members of the Executive Management collectively for the period from 1 April 2021 to 31 March 2022.

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 3.5 million for all members of the Executive Management collectively for the 2021 business year.

5.3 Approval of the short-term variable compensation of the Executive Management for the 2020 business year

The Board of Directors proposes a short-term variable compensation in the amount of CHF 3.1 million for all members of the Executive Management collectively for the 2020 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 2021 Annual General Meeting. Monique Bourquin 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
- Dr Sebastian Burckhardt, as a member
- Marco Gadola, 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 2022 Annual General Meeting.

Further, the Board of Directors proposes the election of:

- Petra Rumpf, as a member

for a term of one year ending with the completion of the 2022 Annual General Meeting.

Petra Rumpf (German, born 1967) joined Straumann in 2015 as Executive Vice President. Before joining Straumann, she worked for Nobel Biocare from 2007 to 2014, where she served on the Executive Committee.

Previously, she spent 16 years at Capgemini Consulting, where she became Vice President Strategy & Transformation Consulting. She holds a Bachelor's degree in Economics from Trier University and an MBA from Clark University, USA. She is a Member of the Board of LimaCorporate in Italy, V-Zug Holding in Switzerland and Unilabs in Switzerland.

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

The Board of Directors proposes the election of:

- Dr Beat Lüthi, as a member of the Human Resources & Compensation Committee
- Regula Wallimann, as a member of the Human Resources & Compensation Committee
- Juan José Gonzalez, as a member of the Human Resources & Compensation Committee,

for a term of one year ending with the completion of the 2022 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 2022 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 2021 business year.

Organizational details and additional information

A 2020 Annual Report (incl. Compensation Report)

The 2020 Annual Report including the Compensation Report and the corresponding auditor's reports are published in English online and have been available since 16 February 2021 at the company domicile as well as on the internet at: <http://annualreport.straumann.com>.

B Registration/Representation

Shareholders registered in Straumann Holding AG's share register as shareholders with voting rights at 5:00 p.m. on 23 March 2021 are entitled to participate in and vote at the Annual General Meeting.

Based on Article 27 of the COVID-19 Ordinance 3 of the Swiss Federal Council the 2021 Annual General Meeting is being held without the shareholders attending in person.

Shareholders may be represented by the independent voting representative, NEOVIUS AG, Attn. Dr Stephan Frey, Hirschgässlein 30, 4010 Basel, Switzerland.

Shareholders 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 6 April 2021.

C 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 6 April 2021.

D 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.

