

## Corporate Governance Summary

### **SUPPLEMENT TO THE INVITATION TO THE 2022 ANNUAL GENERAL MEETING**

Dear Shareholder,

We are committed to transparency and sound corporate governance. As Chairman of the Straumann Group, one of my overriding responsibilities is to ensure that we continue to operate to the highest standards of corporate governance for the benefit of our shareholders and other stakeholders. This report provides an overview on our efforts to achieve that.

#### **STEWARDSHIP AND INDEPENDENCE**

The Board takes its stewardship on behalf of its shareholders very seriously and strongly believes that Board independence is important. It is also important in our view to ensure continuity, securing deep industry and company insights for effective Board work. We also want to maintain an entrepreneurial mindset and retain high-performing Board members with a strong track record.

We understand that not everyone applies the same criteria when it comes to defining the level of independence of individual Board members. For us tenure as a means of determining independence does not make sense, at least not in isolation. We aim for a healthy average tenure by having a mix of long-term and newer Board members. We believe that having Board members with industry experience and familiarity with stakeholder engagement is an important ingredient in our success. Being a predictable operator and reliable business partner is key. As such, having Thomas Straumann on the Board as our largest shareholder among other former executives is instrumental.

At the upcoming Annual General Meeting (AGM) in April 2022, our long-term Board member Dr Sebastian Burckhardt has decided not to stand for re-election. The Board proposes Nadia Tarolli Schmidt for election. She will be a non-executive and independent Board member.

Looking beyond 2022, we are committed to further enhance board independence in the years to come. This will be done with institutional shareholder and anchor shareholder expectations in mind.

### **ACCELERATING SUSTAINABILITY EFFORTS**

In 2021, our attention to the growing importance of our environmental, social and governance (ESG) commitments has been underpinned by forming the sustainability accelerator initiative at Board level which will also continue in 2022. Our sustainability framework was built in consultation with internal and external stakeholders. Commitments were defined, targets set and a roadmap laid out. We consider these steps essential to contribute to efforts led by the United Nations and moreover, we see our sustainability framework as advantageous for our business.

### **OUTLOOK**

We have a clear purpose, a coherent strategy and a long-term view. Our approach to governance, the dedication and engagement of our board members and above all, the devotion and hard work of all our employees, ensures that the interests of our stakeholders are taken seriously.

I thank you for the confidence you have placed in our company and the Board.

Sincerely,

A handwritten signature in black ink, appearing to read 'Gilbert Achermann', with a stylized, flowing script.

Gilbert Achermann  
Chairman of the Board of Directors

# Board of Directors of Straumann Holding AG

## RE-ELECTION OF THE BOARD OF DIRECTORS AND THE CHAIRMAN



### GILBERT ACHERMANN

Non-executive member, independent

Swiss (born 1964)

Chairman of the Board since 2010, Member of the ESG Task Force, Board Member since 2009

**Other main activities in 2021:** Member of the Board of Julius Bär Group (listed, Nomination and Compensation Committee), Ypsomed (listed, Compensation Committee), Swiss Medtech Association, Basel Chamber of Commerce (HKBB), International Team for Implantology (ITI)<sup>1</sup>, Basel, Supervisory Board Member of

IMD (Audit Committee Chair), Lausanne.

**Career highlights:** From 2002 to 2010, Gilbert Achermann was CEO of Straumann, which he joined as CFO in 1998. Later he served as Member of the Board of Vifor Pharma, Chairman and Co-CEO of the Vitra Group, Chairman of the Siegfried Group and Vice Chairman of the Moser Group. 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 (HWV) 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.

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1 For relationship to Straumann see Note 9.4 on p. 180 of the Annual Report 2021



### MARCO GADOLA

Non-executive member, non-independent

Swiss (born 1963)

Chair of the Technology & Innovation Committee, Board Member since 2020

**Other main activities in 2021:** Chairman of the Boards of DKSH Holding AG (listed), Medartis Holding AG<sup>1</sup> (listed) and WS Audiology Ltd, Vice Chairman of the Calida Group (listed) and the MCH Group, Board member of Tally Weijl, FC Basel Holding AG and AVAG.

He also runs his own company focusing on cultural transformation support and executive coaching.

**Career highlights:** He rejoined Straumann in 2013 as CEO, having previously served as CFO and EVP Operations from 2006 to 2008. He spent the interim years at Panalpina, as CFO 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.

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

**Key attributes for the Board:** Having served many years as CEO and formerly as CFO of Straumann, Marco Gadola has in-depth knowledge of the company, the industry and its competitors. Marco also brings a wealth of experience from other companies and industries and has worked in many different geographies around the world all of which is highly valuable.

1 For relationship to Straumann see Note 9.4 on p. 180 of the 2021 Annual Report

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### **JUAN JOSÉ GONZALEZ**

Non-executive member, independent

Peruvian/US citizen (born 1972)

Member of the Audit & Risk Committee and Human Resources & Compensation Committee, Board Member since 2019

**Other main activities in 2021:** Chief Executive Officer at Ambu.

**Career highlights:** Before joining Ambu, Juan José González 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, US; Master's degree in Technology Management from Columbia University, New York, US; Bachelor's Degree in Industrial Engineering from Lima University, Peru.

**Key attributes for the Board:** Mr González 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.



### **DR BEAT LÜTHI**

Non-executive member, independent  
Swiss (born 1962)  
Chair of the Human Resources & Compensation  
Committee, Board Member since 2010

**Other main activities in 2021:** Managing Director of CTC Analytics AG, Zwingen, Member of the Boards of Inficon AG (listed, Chairman), Skan AG (listed) and Apaco 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.

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### **PETRA RUMPF**

Non-executive member, non-independent  
Swiss and German (born 1967)  
Member of the Technology & Innovation Committee,  
Chair of the ESG Task Force, Board Member since 2021

**Other main activities in 2021:** Member of the Board of V-Zug Holding and SHL-Medical in Zug, Switzerland, Lima Corporate in Italy, Unilabs in Sweden.

**Career highlights:** Petra Rumpf joined Straumann in 2015 as Member of the Executive Management Board. As Head Intradent & Strategic Alliances she led the

successful global expansion of the value brands and subsequently became Global Head Dental Service Organizations in 2017. Before joining Straumann, she served in the Executive Committee of Nobel Biocare from 2007 to 2014, where she held several global leadership positions. During her 13 years as Member of Executive Boards in the dental industry, she incubated and managed global business units, defined and implemented digitally driven business models, provided strategic leadership and successfully delivered M&A and organic growth. Before joining the dental industry, she worked 16 years at Capgemini Consulting across several continents and served as Vice President Strategy & Transformation in the life science and high-tech sectors.

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

**Key attributes for the Board:** Petra Rumpf is an exceptional industry insider in combination with a great network. Her understanding of digital transformation journeys, changing consumer choices and emerging business models make her a great asset for the company.

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### **DR H.C. THOMAS STRAUMANN**

Non-executive member, non-independent

Swiss (born 1963)

Member of the Board, Member of the Technology & Innovation Committee, Board Member since 1990

**Other main activities in 2021:** Board memberships: centerVision AG (Chairman), CHI Classics Basel Ltd (Chairman), Medartis Holding AG<sup>1</sup> (listed, Vice Chairman) and Grand Hotel Les Trois Rois, Basel (owner and Board member).

**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 Vice Chairman; the Grand Hotel Les Trois Rois, Basel, of which he is the owner and a Board Member and the equestrian event company CHI Classics Basel Ltd, 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.

1 For relationship to Straumann see Note 9.4 on p. 180 of the 2021 Annual Report

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### **REGULA WALLIMANN**

Non-executive member, independent

Swiss (born 1967)

Chair of the Audit & Risk Committee, Member of the Human Resources & Compensation Committee, Member of the ESG Task Force, Board Member since 2017

**Other main activities in 2021:** Member of the Boards of Adecco Group AG (listed, Audit Committee Chair), Helvetia Holding AG (listed), 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, international financial and non-financial reporting, risk management and corporate governance.

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## **PROPOSED NEW MEMBER OF THE BOARD OF DIRECTORS AND OF THE HUMAN RESOURCES AND COMPENSATION COMMITTEE**



### **NADIA TAROLLI SCHMIDT**

Non-executive member, independent  
Swiss and Italian (born 1973)  
Human Resources & Compensation Committee,  
Audit & Risk Committee

At the Annual General Meeting of the shareholders on 5 April 2022, the Board of Directors will propose the election of Nadia Tarolli Schmidt as a new Board Member. Ms Tarolli Schmidt studied law at the University of Basel. She is a lawyer admitted to the Bar of Switzerland and a certified tax expert. She is a partner at the business law firm VISCHER AG with a special focus on finance, healthcare and life sciences. Nadia Tarolli Schmidt was born in 1973 and holds Swiss and Italian citizenships.

**Key attributes for the Board:** Straumann's Board of Directors will benefit from her expertise as an independent lawyer. She has in-depth know-how in tax and social security matters as well as with respect to the structuring of mergers and acquisitions. Her experience on several other corporate boards as well as her specialist knowledge in legal and financial matters will be an asset to the Board. Nadia Tarolli Schmidt will join as an independent member to the Board.

# Board Structure as of April 2022 subject to AGM approval

BOARD OF DIRECTORS				(8 members)
Chairman:		Gilbert Achermann		
Vice-Chairman:		Beat Lüthi		
Members:		Marco Gadola, Juan José Gonzalez, Petra Rumpf, Thomas Straumann, Nadia Tarolli Schmidt, Regula Wallimann		
<b>Audit &amp; Risk Committee</b>	<b>Human Resources &amp; Compensation Committee</b>	<b>Technology &amp; Innovation Committee</b>	<b>ESG Accelerator Task Force</b>	
R. Wallimann (Chair) J. J. Gonzalez N. Tarolli Schmidt	B. Lüthi (Chair) J. J. Gonzalez N. Tarolli Schmidt R. Wallimann	M. Gadola (Chair) B. Lüthi P. Rumpf Th. Straumann	P. Rumpf (Chair) G. Achermann R. Wallimann	
<b>Focus</b> <ul style="list-style-type: none"><li>• Financial health</li><li>• Risk management</li><li>• Legal &amp; Compliance</li><li>• M&amp;A and Alliances</li></ul>	<b>Focus</b> <ul style="list-style-type: none"><li>• Nomination</li><li>• Compensation</li><li>• Human Capital</li><li>• Culture</li></ul>	<b>Focus</b> <ul style="list-style-type: none"><li>• Innovation</li><li>• Technology</li><li>• Digital</li><li>• Research</li></ul>	<b>Focus</b> <ul style="list-style-type: none"><li>• Scope</li><li>• Targets</li><li>• Roadmap</li><li>• Reporting</li></ul>	