

Annual General Meeting 2022

INVITATION

Tuesday, 5 April 2022
Without the presence
of the shareholders

straumanngroup

To the shareholders of Straumann Holding AG

Dear Madam, Dear Sir,

Basel, 1 March 2022

First of all, I hope you and your families are in good health. This is the third year we are all living with the pandemic and although the Swiss authorities have started to lift restrictions, infection rates are still high. Therefore, we decided at the beginning of the year that we would err on the side of caution and hold the Straumann Group 2022 Annual General Meeting (AGM) once again without the presence of the shareholders. This is in line with the COVID-19 Ordinance 3 of the Swiss Federal Council. To ensure shareholders will be given the opportunity to share their views, questions can be submitted via a “virtual registration desk” ahead of the Annual General Meeting (see below Organizational details and additional information).

You can either complete and sign the reply form specifying your voting instructions to the independent voting representative or you can provide your instructions at <https://straumann.netvote.ch>. The independent voting representative together with the registrar (areg.ch ag) will administer your votes accordingly.

For more information, please find enclosed the Annual Report 2021, Corporate Governance and Compensation Report highlights. In addition, a recording of our full-year results analyst and media conference presentation, held on 15 February 2022, can be found on our homepage (www.straumann-group.com/investors).

I thank you for the confidence you have placed in our company and the Board. We hope we will be able to see you in person again at an upcoming Annual General Meeting.

Yours sincerely,
Straumann Holding AG



Gilbert Achermann
Chairman of the Board of Directors

Enclosures

- Voting instructions form with reply envelope
- Annual Report 2021 highlights
- Corporate Governance Report 2021 Summary
- Compensation Report 2021 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 2021 business year

1.1 Approval of the Management Report, the Annual Financial Statements and the Consolidated Financial Statements for the 2021 business year

The Board of Directors proposes that the Management Report, the Annual Financial Statements and the 2021 Consolidated Financial Statements be approved.

1.2 Consultative vote on the Compensation Report for the 2021 business year

In addition, the Board of Directors proposes that the 2021 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 2021 business year

The Board of Directors proposes to appropriate the 2021 earnings as follows:

in CHF

Net profit for 2021	190 145 923.87
Carried forward from previous years	1 265 233 237.86
Changes to reserves for own shares	5 607 375.87
Profit available to the Annual General Meeting	1 460 986 537.60
Proposed dividend distribution ¹	-107 431 049.25
Balance carried forward	1 353 555 488.35

1 Based on 15 921 369 issued shares minus 5 658 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 6.75 per share and to carry over any excess balance to the new accounts.

Explanation

The dividend will be paid out net of 35% withholding tax as of 11 April 2022. Treasury shares held by Straumann Holding AG and its affiliates are not entitled to dividends.

3. Share split

The Board of Directors proposes a share split 1:10 and proposes to replace articles 2.1.1 and 2.1.2 of the Articles of Association with the following provisions:

2.1.1 Existing share capital

The share capital amounts to CHF 1 592 136.90. It is composed of 159 213 690 registered shares with a par value of CHF 0.01 each. The shares are paid up in full.

2.1.2 Contingent share capital

¹ *The share capital may be increased by a maximum amount of CHF 24 157.00 through the issuance of a maximum of 2 415 700 fully paid up registered shares with a par value of CHF 0.01 each upon exercise of options or subscription rights to shares that have been granted to employees and/or members of the management and/or members of the Board of Directors of the company and its affiliates.*

² *[not changed]*

³ *[not changed]*

⁴ *[not changed]*

Explanation

As a company with a strong focus on corporate culture and social responsibility, the Group would like to give the opportunity to all employees, eligible to participate in share purchasing programs, to buy shares. The Group intends, therefore, to split one share into ten, to allow a wider population the chance to become a shareholder in Straumann.

4. Discharge of the Board of Directors and the Executive Management

The Board of Directors proposes that the members of the Board of Directors and the members of the Executive Management Board be granted discharge for their activities in the 2021 business year.

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

The Board of Directors proposes a fixed compensation component of a maximum amount of CHF 2.7 million for all its members collectively for the period commencing at the 2022 AGM and ending at the AGM in 2023.

This proposal remains unchanged compared to the budget approved at the 2021 Annual General Meeting.

Explanation

The compensation for the Board consists of a fixed compensation component, which is paid in cash and shares. 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.

6. 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 2022 and ending on 31 March 2023, a variable short-term compensation component in cash, paid retrospectively for the past business year 2021, and a variable long-term, share-based compensation component for the current business year 2022:

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

The proposed maximum compensation package includes the fringe benefits listed in the Compensation Report as well as social security charges and forecasted changes against the approved budget in the prior year, to determine the relative and absolute changes within the AGM year (1 April 2022 to 31 March 2023). These comparisons are shown in agenda items 6.1, 6.2 and 6.3 below. Actual payments are then disclosed in the Compensation Report each year, and may be at or below the respective proposals depending on business performance (as for example due to the COVID-19 impact on Executive Management compensation for the year 2020).

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

6.1 Approval of the fixed compensation of the Executive Management for the period from 1 April 2022 to 31 March 2023

The Board of Directors proposes a total fixed compensation of CHF 9.7 million (CHF 9.0 million in 2021) for all members of the Executive Management collectively for the period from 1 April 2022 to 31 March 2023. This proposal represents a collective 7.8% increase in fixed compensation compared to the approved budget in the 2021 Annual General Meeting. The request is to ensure a competitive fixed compensation when compared to the peer group as a result of the most recent benchmark review.

6.2 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 3.8 million for all members of the Executive Management collectively for the 2022 business year. This proposal reflects an increase of 8.6% when compared to the approved budget at the 2021 AGM. This increase is requested in order to maintain competitive long-term incentives to ensure retention and a balanced market level pay mix.

6.3 Approval of the short-term variable compensation of the Executive Management for the 2021 business year

The Board of Directors proposes a short-term variable compensation in the amount of CHF 5.6 million for all members of the Executive Management collectively for the 2021 business year. This proposal represents an increase of CHF 2.5 million when compared to 2020 business year. The increase is attributable to the maximum achievement of the company's financial target, resulting in payments to all Executive Management of 190% (80% in 2020) of their bonus at target which includes social security and pension charges.

7. Election of the Board of Directors and the Chairman

The term of office of all members of the Board of Directors ends at the 2022 Annual General Meeting. Dr Sebastian Burckhardt 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
- Marco Gadola, as a member
- Juan José Gonzalez, as a member
- Dr Beat Lüthi, as a member
- Petra Rumpf, 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 2023 Annual General Meeting.

Further, the Board of Directors proposes the election of:

- Nadia Tarolli Schmidt, as a member

for a term of one year ending with the completion of the 2023 Annual General Meeting.

Nadia 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.

Straumann's Board of Directors will benefit from Nadia Tarolli's expertise as an independent lawyer. She has comprehensive 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.

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

The Board of Directors proposes the re-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 2023 Annual General Meeting.

Further, the Board of Directors proposes the election of:

- Nadia Tarolli Schmidt, as a member of the Human Resources & Compensation Committee

for a term of one year ending with the completion of the 2023 Annual General Meeting.

9. 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 2023 Annual General Meeting.

10. Election of the auditors

The Board of Directors proposes the re-election of Ernst & Young AG, Basel, as the auditor for the 2022 business year.

Organizational details and additional information

A 2021 Annual Report (incl. Compensation Report)

The 2021 Annual Report including the Compensation Report and the corresponding auditor's reports are published in English online and have been available since 15 February 2022 at the company domicile as well as on the internet at: <http://annualreport.straumann.com>.

B Participation/Questions

Shareholders registered in Straumann Holding AG's share register as shareholders with voting rights at 5:00 p.m. on 25 March 2022 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 2022 Annual General Meeting is being held without the shareholders attending in person.

As shareholders cannot be physically present at the Annual General Meeting, Straumann Holding AG is offering shareholders the opportunity to address their questions to the Board of Directors via a "virtual registration desk". This service will be available to shareholders till April 1, 2022, 11:59 a.m. at <https://straumann.netvote.ch>, where shareholders may leave their questions for the Board. The Board of Directors will address the most important questions at the Annual General Meeting and publish the answers together with the minutes of the Annual General Meeting, possibly mentioning the name of the shareholder who submitted the question.

C Representation

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 1 April 2022.

D Electronic communication

Shareholders may issue proxies and instructions to the independent voting representative electronically via <https://straumann.netvote.ch>. The instructions must be recorded no later than 11:59 a.m. on 1 April 2022.

E 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.