

GOVERNANCE

CORPORATE GOVERNANCE

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LETTER FROM THE CHAIRMAN

DEAR READER,

We are committed to transparency and sound corporate governance. As Chairman of 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.

Board succession is planned with institutional and anchor shareholders in mind.

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 ([see independence statement](#)). 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 election. The Board proposes Nadia Tarolli Schmidt for election. She will be a non-executive and independent Board member ([see p. 102](#)).

A comprehensive sustainability framework was built and targets set.

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 ([see p. 39 ff.](#)). 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.

We have a clear purpose, a coherent strategy and a long-term view.

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

Sincerely,



Gilbert Achermann

Chairman of the Board of Directors

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, suppliers and 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.

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 30.8bn

GROUP STRUCTURE AND SHAREHOLDERS

The Straumann Group is headquartered in Basel, Switzerland. Its products and services are sold in more than 100 countries through its various distribution subsidiaries and through third-party distributors ([see worldwide locations, p. 13](#)). The subsidiary management is responsible for managing the local daily business. As laid down in the [Organizational Regulations](#), the respective Regional Sales Head, the Chief Financial Officer 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. 153 ff.](#)

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 mission to be the

most customer focused and innovative oral care company in the world, targeting unexploited growth markets and segments. A list of the subsidiaries, associates and joint ventures of the Straumann Group as of 31 December 2021 can be found in Note 9.5 of the audited Consolidated financial statements [on p. 181 ff.](#)

SIGNIFICANT SHAREHOLDERS

The major shareholders on 31 December 2021 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 2021, the Group reported no transactions according to Art. 20 of the Federal Act on Stock Exchanges and Securities Trading (Stock Exchange Act, SESTA).

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

A total of 14 545 conditional shares were converted into ordinary shares in April 2021. In April 2020, the figure was 27 840. There have been no further changes in the share capital in the past three years. On 31 December 2021, the share capital was composed of:

- 15 921 369 registered shares, fully paid in, each with a nominal value of CHF 0.10
- Conditional capital of CHF 24 157 divided into 241 570 conditional shares, each with a nominal value of CHF 0.10, which relates to 1.52% of the existing share capital

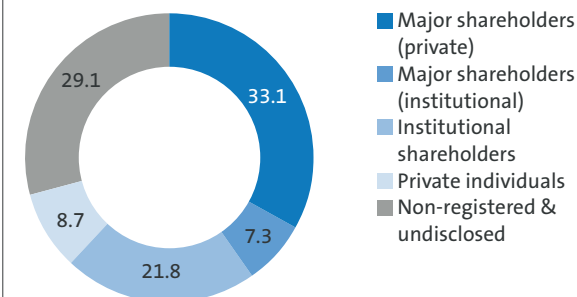
The Group's conditional share capital is approved for an unlimited period for use in employee equity participation plans (see Compensation Report p. 123 and Note 8.3 of the Financial Report on p. 176). Straumann Holding AG has no authorized share capital and no category of shares other than registered 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 long-term incentive (see p. 125 for details), a CHF 280 million domestic straight bond issued in 2020 due on 3 October 2023 and a CHF 200 million domestic straight bond issued in 2020 due on 3 October 2025 (see Note 7.2 on p. 167 for details).

Capital structure in CHF 1 000

	31 Dec 2021	31 Dec 2020	31 Dec 2019
Equity	1 500 448	1 209 943	1 367 222
Reserves	(350 012)	(333 346)	(194 447)
Retained earnings	1 843 820	1 536 490	1 556 272
Non-controlling interests	5 048	5 209	3 809
Ordinary share capital (fully paid in)	1 592	1 591	1 588
Conditional share capital	24	26	28
Authorized share capital	0	0	0
Number of registered shares	15 921 369	15 906 824	15 878 984
Treasury shares (% of total)	0.04	0.09	0.09
Nominal value per share (in CHF)	0.10	0.10	0.10
Registration restrictions	None	None	None
Voting restrictions/privileges	None	None	None
Opting-out/up	None	None	None

Shareholdings on 31 December 2021 by segment in %



Major shareholders in %

	31 Dec 2021 ¹	31 Dec 2020 ¹
Dr h.c. Thomas Straumann (Vice Chairman of the Board)	16.3	16.9
Dr h.c. Rudolf Maag	10.3	11.2
BlackRock Inc.(Group) ²	7.3	7.3
Simone Maag de Moura Cunha	3.5	3.7
Gabriella Straumann	3.0	3.0
TOTAL	40.4	42.1

- 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



GILBERT ACHERMANN

Non-executive member, independent Swiss (born 1964)

Chairman of the Board since 2010,
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)¹, 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.

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



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.



DR SEBASTIAN BURCKHARDT

Non-executive member,
non-independent
Swiss (born 1954)

Member of the Audit & Risk Committee,
Board Member since 2002

Other main activities in 2021: 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 a 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.

Sebastian Burckhardt has decided not to stand for re-election to the Board at the 2022 AGM.



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 AG¹ (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: During his tenure as CEO from 2013 to 2019, 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 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



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 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, 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 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.



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 (listed) 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.



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 AG¹ (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



REGULA WALLIMANN

Non-executive member, independent
Swiss (born 1967)

Chair of the Audit & Risk Committee,
Member of the Human Resources &
Compensation Committee, 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.

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	International business experience	Digitalization, technology	Strategy, business transformation	HR, compensation	Board governance	Sustainability
G. Achermann	✓	✓		✓	✓	✓	✓	✓	✓	✓	✓	
T. Straumann	✓			✓	✓	✓	✓			✓	✓	✓
S. Burckhardt		✓	✓	✓						✓	✓	✓
M. Gadola	✓	✓		✓	✓	✓	✓	✓	✓	✓	✓	
J.J. Gonzalez	✓		✓	✓		✓	✓	✓	✓			✓
B. Lüthi	✓			✓		✓	✓	✓	✓	✓	✓	
P. Rumpf	✓			✓	✓	✓	✓	✓	✓		✓	✓
R. Wallimann	✓	✓	✓	✓		✓	✓			✓	✓	✓

The Board comprised eight non-executive members in 2021. Having served on the Board since 2017, Monique Bourquin decided not to stand for re-election in 2021. To fill the gap left by her departure, Petra Rumpf was elected to the Board at the 2021 Shareholders' General Meeting. Apart from this, the composition of the Board of Directors remained unchanged in 2021.

The Directors are all Swiss citizens with the exception of Juan José Gonzalez, who has Peruvian and US citizenship. Petra Rumpf also has German citizenship in addition to Swiss citizenship. The average age of the Board Members at year-end was 57.

ELECTIONS AND TERM OF OFFICE

The members of the Board, the Chairman and the members of the Human Resources and 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 and Compensation Committee falls vacant, the Board appoints a replacement from among its own members for the remaining term of office.

At the 2021 AGM, all of the existing Board members standing for re-election and the Chairman were re-elected and Petra Rumpf was elected as a new Board member. Beat Lüthi, Juan José Gonzalez and Regula Wallimann were elected to the Human Resources and Compensation Committee. Following the AGM, the Board appointed Beat Lüthi as its Vice Chairman and Regula Wallimann, Sebastian Burckhardt and Juan José Gonzalez as members of the Audit and Risk Committee. Marco Gadola, Beat Lüthi,

Petra Rumpf and Thomas Straumann are members of the Technology and Innovation Committee. Regula Wallimann, Beat Lüthi and Marco Gadola were appointed to chair the Audit and Risk, Human Resources and Compensation and Technology and Innovation Committees, respectively.

INDEPENDENCE OF BOARD MEMBERS

The assessment of the Board member candidates' independence is an important factor. The evaluation also takes the interest of the company's largest shareholders into account ([see link](#)).

Mr Gadola served as the Group's CEO until the end of 2019 and Petra Rumpf as the Group's Head Dental Service Organizations until the end of 2020. None of the other current members have been a member of the executive management of any of the Group's companies during the past three years nor had any significant business connections with Straumann Holding AG or any of its subsidiaries in 2021.

Straumann Board of Directors – Memberships on other Boards

Member	Listed companies	Private companies	Not-for-Profit Organizations	Location	Function
Gilbert Achermann	Julius Bär Group AG/ Bank Julius Bär & Co. AG			CH	Board member
	Ypsomed			CH	Board member
			International Institute for Management Development (IMD)	CH	Supervisory Board member
			Basel Chamber of Commerce	CH	Board member
			International Team for Implantology (ITI)	CH	Board member
			Swiss Medtech	CH	Board member
Thomas Straumann	Medartis Holding AG			CH	Vice Chairman
		Centervision AG		CH	Chairman
		CHI Classics Basel Ltd		CH	Board member
		Grand Hotel Les Trois Rois		CH	Vice Chairman
Sebastian Burckhardt		Applied Chemicals International Group AG & group companies		CH	Board member
		Dolder AG		CH	Board member
		Grether AG & Gretherpark AG		CH	Board member
		Immobilien-gesellschaft zum Rheinfels AG		CH	Chairman
		Jungbunzlauer Holding AG		CH	Board member
		persona service AG		CH	Board member
			Fondation Bénina	CH	Board member
Beat Lüthi	INFICON AG			CH	Board member
	Skan AG			CH	CEO & Board member
		APACO AG		CH	Chairman
		CTC Analytics AG		CH	Board Member

Member	Listed companies	Private companies	Not-for-Profit Organizations	Location	Function
Marco Gadola	DKSH			CH	Chairman
	Calida			CH	Vice Chairman
	Medartis Holding AG			CH	Chairman
		Tally Weijl		CH	Board member
		AVAG Anlage und Verwaltungs AG		CH	Board member
		WS Audiology Ltd		DK	Chairman
		MCH Group		CH	Vice Chairman
		FC Basel Holding AG		CH	Board member
			Schweizerische Management Gesellschaft	CH	Advisory Board member
			Swiss American Chamber of Commerce	CH	Advisory Board member
			Basel Chamber of Commerce	CH	Board Member
			Society of Political Economy and Statistics, Basel	CH	Chairman
Regula Wallimann	Adecco Group AG			CH	Board member
	Helvetia Holding AG			CH	Board member
		Swissgrid AG		CH	Board member
			University of St. Gallen, Institute of Accounting, Control and Auditing (ACA-HSG)	CH	Supervisory Board member
Petra Rumpf	V-Zug Holding			CH	Board member
		LimaCorporate		I	Board member
		Unilabs		SE	Board member
		SHL-Medical		CH	Board member

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 2021, the full Board held eight meetings including two Board resolutions. The Audit and Risk Committee held five meetings, the Human Resources and Compensation Committee met five times and the Technology and Innovation Committee met three times. 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.

Each Board of Directors meeting that took place in 2021 lasted seven hours on average. Each Board committee meeting that took place in 2021 lasted three hours on average. These figures indicate the actual length of meetings and do not include the Directors' extensive pre-meeting preparations and post-meeting follow-up activities. The participation rate for meetings of the Board of Directors in 2021 was 98%. For Committee Meetings in 2021 it was 100%.

The Board of Directors usually also participates in workshops, conferences and trade shows, co-travel and site visits to have first-hand insights into the business and interact or meet with customers. However, in 2021 such activities were limited due to COVID-19. The Chairman of the Board regularly represents the Straumann Group as a speaker at conferences for customers and the financial community.

The Board conducts an annual self-evaluation as well as an 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. 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 and 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 AND TASK FORCES OF THE BOARD OF DIRECTORS

The Board of Directors has an Audit and Risk Committee, a Human Resources and Compensation Committee and a Technology and Innovation Committee, each consisting of no fewer than three Board members with relevant background and experience.

AUDIT & RISK COMMITTEE

Members: Regula Wallimann (Chair), Dr Sebastian Burckhardt and Juan José Gonzalez.

HUMAN RESOURCES & COMPENSATION COMMITTEE

Members: Dr Beat Lüthi (Chair), Juan José Gonzalez and Regula Wallimann.

TECHNOLOGY & INNOVATION COMMITTEE

Members: Marco Gadola (Chair), Dr Beat Lüthi, Petra Rumpf, Dr h.c. Thomas Straumann.

The members of the Human Resources and Compensation Committee are elected by the General Meeting for a term of one year. In the event of a vacancy in the Human Resources and 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 and Risk Committee and the Technology and Innovation Committee are appointed by the Board of Directors. The Human Resources and 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.

SUSTAINABILITY ACCELERATOR TASK FORCE

In addition to the above committees, the Board has established a Sustainability Accelerator Task Force under the leadership of Petra Rumpf with members of the Board of Directors and Executive Management Board, as well as employees ([see p. 40 for details](#)). The Sustainability Accelerator Taskforce will continue to be in place for 2022. Additionally, the Audit and Risk Committee and the Human Resources and Compensation Committee (with focus on Social) will oversee ESG topics going forward.

Board committees

	Audit & Risk Committee	Human Resources & Compensation Committee	Technology & Innovation Committee
G. Achermann Chairman			
Dr B. Lüthi Vice Chairman		Chair	Member
Dr S. Burckhardt	Member		
M. Gadola			Chair
J. J. Gonzalez	Member	Member	
P. Rumpf			Member
Dr h.c. T. Straumann			Member
R. Wallimann	Chair	Member	

Board and committee meetings 2021

Meetings	Board (incl. 2 Board resolutions)	Audit & Risk Committee ²	Human Resources & Compensation Committee ²	Technology & Innovation Committee ²
G. Achermann	8 (8 ¹)	5	5	3
T. Straumann	7 (8 ¹)			3
M. Bourquin (until April 2021)	1 (1 ¹)	1	1	
S. Burckhardt	8 (8 ¹)	5		
M. Gadola	8 (8 ¹)			3
J.J. Gonzalez	8 (8 ¹)	4	4	1
B. Lüthi	8 (8 ¹)		5	3
R. Wallimann	8 (8 ¹)	5	5	
P. Rumpf (since April 2021)	7 (7 ¹)			2

¹ Meetings held during individual's term of office

² 100% attendance of all Committee meetings by all Board members



NADIA TAROLLI SCHMIDT

Swiss and Italian (born 1973) Non-executive member, independent

Proposed for election as a Member of the Human Resources & Compensation Committee and as a Member of the Audit & Risk Committee

PROPOSED NEW BOARD MEMBER

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. 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 financial matters will be an asset to the Board. Nadia Tarolli Schmidt will join as an independent member of the Board.

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. 111](#) 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.

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 ClearCorrect which switched to SAP on 1 January 2021. Anthogyr and Turkey are due to follow early in 2022 and Russia by the end of 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 usually gains first-hand information through workshops, co-travel, site visits and participation in staff meetings. Unfortunately, many of the client-facing interactions, on-site visits and co-travels were limited in 2021 due to COVID-19.

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 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.

Until 2021 a highly experienced team at KPMG in Basel complemented by local KPMG offices with specific local language skills and expertise executed the Internal Audit missions reporting to the Audit and Risk Committee. In 2021, six internal audits were performed at local level according to the audit program approved by the Audit and Risk Committee of the Board of Directors.

After several years of successfully outsourcing the Internal Audit function to KPMG, the Board of Directors has decided to insource the Head of Internal Audit role as of 1 January 2022 and to continue collaboration with KPMG in a co-sourcing model.

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), who is also the CFO. Through its Audit and 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. 86).

EXECUTIVE MANAGEMENT BOARD (as of 1 January 2022)



GUILLAUME DANIELLOT

French (born 1970)
Chief Executive Officer

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, Masters in Marketing from FGE in Tours; Masters in Business Administration from ESC European School of Management, Paris.

Other activities: Member of the Board of the ITI¹ and Member of the Advisory Board of Rodenstock GmbH.

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.

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: Member of the Board of Directors of Georg Fischer AG (listed) and Member of the Board of the Swiss Association of Chief Finance Officers.



WOLFGANG BECKER

German (born 1966)
Head Distributor and Emerging Markets
EMEA (as of 2021 including Sales Central
and Eastern Europe)

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.



CAMILA FINZI

Brazilian (born 1972)
Head Orthodontics Business Unit

Career highlights: Camila Finzi joined Straumann Group 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: Bachelor's 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 Implantology Business Unit

Career highlights: Prior to joining the EMB at the beginning of 2020, Holger Haderer very successfully managed the Group's largest European business, 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).

**MARK JOHNSON**

US citizen (born 1958)
Head Operations, Regulatory and
Quality Affairs

Career highlights: Mark Johnson joined Straumann Group on 1 May 2020 from Eprexia (a former division of Thermo Fisher Scientific that was acquired by KKR in a carve-out transaction), where he was responsible for global operations since 2016. He spent the previous ten years with Medtronic with responsibility for Operations and Supply Chain. From 2003 to 2006, he worked for Philips Oral Healthcare (Sonicare), prior to which he held senior managerial positions in two manufacturing firms serving the medical device and computer industries.

Qualifications: BSc in Mechanical Engineering from the University of Washington, graduated in the Management Program at Foster School of Business at the same university, Six Sigma Green Belt and Certified Lean Expert.

**PATRICK LOH**

Malaysian (born 1967)
Head Sales Asia Pacific

Career highlights: Patrick Loh joined 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 30 years in the medical device and life science 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, US; Executive Programs at INSEAD, Singapore and Babson College, US.

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

**DIRK REZNIK**

German/Swiss (born 1966)
Head Digital Business Unit

Career highlights: Dirk Reznik joined Straumann Group in 2020. He 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. 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, Germany, CAS HSG (Certified Director for Board Effectiveness); University of St. Gallen.

Other activities: Member of the Boards of Gilde Management Buy Out and Moguntia Food Group in Switzerland, Member of the Board of Amor Holding in Germany until end of August 2021, Member of the Digital Advisory Board of V-ZUG in Switzerland since October 2021.

**ALASTAIR ROBERTSON**

British (born 1960)
People Management & Development

Career highlights: Before taking on his current role at Straumann Group 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 line management and then in 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, UK, Commendation from IMD, Lausanne; Chartered Fellow of the Institute of Personnel and Development (FCIPD).

**AURELIO SAHAGUN**

Spanish/US citizen (born 1973)
Head Sales North America

Career highlights: Aurelio Sahagun joined Straumann Group in 2021 having most recently served as President of the Orthopedics Division for the multinational medtech firm MicroPort Scientific. Before joining MicroPort in 2014, he spent seven years at Wright Medical Technology in the Netherlands, initially in finance and subsequently in senior sales and regional management positions. Prior to his medtech career, he spent six years in the finance and banking industry.

Qualifications: Bachelor's degree in Economics from the Autonomous University of Madrid; MBA from HEC School of Management in France.

Other activities: Member of the Board of Directors of Harvard Dental School.



RAHMA SAMOW

German (born 1979)
Head Dental Service Organizations

Career highlights: Rahma Samow joined Straumann Group from the global medical technology company Siemens Healthineers, where she was Senior Vice President, Global Head of Marketing, Sales & Communications at Digital Health Services. She began her career at that company in 2006 and rose through a series of managerial positions with increasing responsibility, including Head of Business Management Imaging IT Middle East & Africa and Vice President, Head of Global Sales, Digital Health Services. Prior to joining Siemens Healthineers, she worked for Parexel International, a global clinical research organization and biopharmaceutical services company.

Qualifications: Diploma in Medical Radiology, Radiation Therapy and Nuclear Medicine Technology from the Medical University of Bonn, Germany.

Other activities: Board member of the non-profit organization Local Start Dental, US, Board Member of A.T. Still University Arizona School of Dentistry & Oral Health (ATSUASDOH).



MATTHIAS SCHUPP

German (born 1964)
Head Sales Latin America, CEO of Neodent

Career highlights: Matthias Schupp joined Straumann Group 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. Mr Schupp 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 US. 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.

**DR CHRISTIAN ULLRICH**

German (born 1972)
Chief Information Officer

Career highlights: Christian Ullrich joined Straumann Group in 2021 from Bayer, a life science company with core competencies in the fields of health care and agriculture, where he was Senior Vice President, Global Chief Information Officer at Bayer Consumer Health. Christian Ullrich was instrumental in shaping the digital agenda of the Consumer Health Division and accelerating the business transformation with digital technology and data analytics across the entire value chain. He began his career at the company in 2006 and rose through a series of managerial positions with increasing responsibility, including Divisional Head of Accounting and Controlling, Head of Post-Merger Integration United States as well as Vice President, Global Head of Marketing and Sales IT. Prior to joining Bayer, Christian worked for Deloitte, a professional services company providing consulting, audit, advisory and tax services.

Qualifications: Master's Degree in Business Administration and Mechanical Engineering from the Technical University of Darmstadt, Germany; PhD in Economics from the University of Lüneburg, Germany.

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

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

2021

The following EMB appointments and changes were made in 2021:

WITH EFFECT AS OF 1 JANUARY:

- Robert Woolley, former Head Sales North America, was appointed Head Sales Western Europe, succeeding Jens Dexheimer, who left the company at the end of 2020.
- Aurelio Sahagun joined from MicroPort Scientific, taking over from Robert Woolley as Head Sales North America.

WITH EFFECT AS OF 1 MARCH:

- Rahma Samow joined from Siemens Healthineers as Head DSO, succeeding Petra Rumpf, who left the company at the end of 2020.

WITH EFFECT AS OF 1 OCTOBER:

- Dr Christian Ullrich joined from Bayer to the new role of Chief Information Officer.

WITH EFFECT AS OF 31 DECEMBER:

- Robert Woolley left the company at the end of 2021 and the EMB no longer includes the role of Head Sales Western Europe.

A new Chief Consumer Officer will join Straumann Group and its EMB in 2022.

Executive Management Board as of January 2022

CHIEF EXECUTIVE OFFICER

Guillaume Daniellot

SALES CENTRAL & EASTERN EUROPE, MIDDLE EAST & AFRICA
Wolfgang Becker

SALES NORTH AMERICA
Aurelio Sahagun

SALES ASIA PACIFIC
Patrick Loh

SALES LATIN AMERICA & CEO NEODENT
Matthias Schupp

DENTAL SERVICE ORGANIZATIONS
Rahma Samow

CHIEF FINANCIAL OFFICER
Dr Peter Hackel

IMPLANTOLOGY BUSINESS UNIT
Holger Haderer

OPERATIONS, REGULATORY & QUALITY AFFAIRS
Mark Johnson

DIGITAL BUSINESS
Dirk Reznik

ORTHODONTICS
Camila Finzi

CHIEF INFORMATION OFFICER
Dr Christian Ullrich

PEOPLE MANAGEMENT & DEVELOPMENT
Alastair Robertson

EXECUTIVE MANAGEMENT BOARD (former members in 2021)



ROBERT WOOLLEY

US citizen (born 1976)
Head Sales Western Europe (as of 2021),
Head Sales North America (2020)

Career highlights: Robert Woolley joined Straumann Group in 2019 and took over as Head Sales North America. He moved to his position as Head Sales Western Europe at the beginning of 2021. Before joining Straumann, 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.

Other activities: Member of the Board of Cryosa, Inc. in the US.

The company and the Board of Directors would like to thank Robert Woolley for his valuable contributions and dedication to the Straumann Group over the past years and wish him all the best for the future.

OTHER ACTIVITIES AND VESTED INTERESTS

Unless stated in their CVs, 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

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.

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. 128 ff.](#) and in the audited financial statements in Notes 3.3 on [p. 156](#) and 9.4 on [p. 180 ff.](#)

SHAREHOLDERS' PARTICIPATION RIGHTS

Each share duly entered in the share register entitles the shareholder to one vote. On 31 December 2021, approximately 70.9% (2020: 71.5%) 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. The 2022 meeting will be held on 5 April without shareholders being physically present.

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.

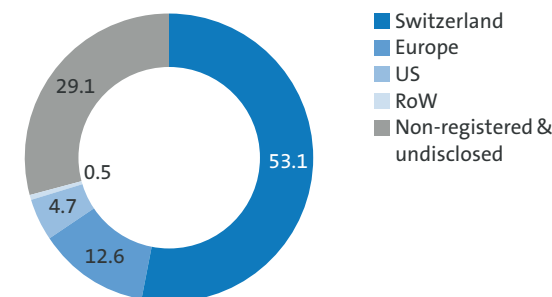
Invitations to the General Meeting are issued in writing and are delivered via ordinary mail to the address recorded in the share register at least 20 days before the General Meeting and are published on the company's website. If shareholders agree to the electronic delivery of notices, the invitation 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.

Shareholders who individually or jointly represent shares with a par value of at least CHF 15 000 may ask for an item to 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 2021, no nominee had asked for registration and voting rights.

Shareholdings on 31 December 2021 by geography in %



Shareholders by volume of shares held¹ absolute number

	31 Dec 2021	31 Dec 2020
1–100 shares	15 825	13 297
101–1 000	2 303	2 437
1 001–10 000	326	339
10 001–100 000	61	56
100 001–1 000 000	8	10
1 000 001 and more	2	2
TOTAL	18 525	16 141

1 Non-registered shareholders are not considered in this table

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 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 2021, Ernst & Young AG, Basel, was re-elected as auditor of Straumann Holding AG for an eighth term of one year. The auditor in charge is Martin Mattes, Swiss Certified Public Accountant, who took over the mandate from Daniel Zaugg in 2021.

INFORMATION INSTRUMENTS PERTAINING TO THE EXTERNAL AUDIT

The Board of Directors supervises the external auditors through the Audit and Risk Committee, which met five times in 2021. 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. 103](#).

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

Worldwide fees in CHF 1 000

	31 Dec 2021	31 Dec 2020
Total audit fees	1 288	1 122
Tax consultancy	191	308
Transaction services	55	0
Other services	15	41
Total non-audit fees	261	349
TOTAL	1 550	1 471

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 the Group's materiality assessment (see p. 41 ff. for details), a Capital Markets Day in December, personal contacts, discussions and presentations online, the Group held four quarterly financial results online conferences for the media and analysts in 2021. On average, each event was attended by approximately 150 participants by webcast or by conference call. In addition, Straumann's CEO, CFO and Head of Investor Relations virtually and physically attended 17 equity conferences. They also spent a total of 14 days at roadshow events to meet with investors. Besides these previously-mentioned events, top management remained in very close contact with its investors.

As in 2020, the company organized investor meetings focusing on corporate governance topics with the Chairman and the Head of Human Resources and Compensation Committee.

Research analysts from 15 banks/brokers cover developments at the Straumann Group and are listed [online](#). This figure represents three fewer analysts than in the previous year.

Furthermore, 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.

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, the Compensation Report is issued as part of the Annual Report and can be [downloaded here](#) in English or 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 email 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](#).

Further information requests should be addressed to:

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CALENDAR

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