

# Invitation to the Annual General Meeting of Straumann Holding AG

Friday, 7 April 2017, 10:30 a.m. (doors open at 9:30 a.m.)  
Congress Center Basel, San Francisco Hall, Messeplatz 21,  
Basel, Switzerland

## To the shareholders of Straumann Holding AG

Basel, 6 March 2017

Dear Sir / Madam

We cordially invite you to our Annual General Meeting on 7 April 2017. Please find enclosed the agenda for the Annual General Meeting, the reply form (for ordering admission cards and for granting authorization to the independent voting representative), and an abridged version of the 2016 Annual Report.

Please complete and sign the reply form and return it to the share registrar, Nimbus AG, as soon as possible but at the very latest by 5 April, 2017. If you would like to be represented by the independent voting representative, please provide your voting instructions on the reply form before sending it back. Alternatively, you can register for the Annual General Meeting online and provide your instructions to the independent voting representative at <https://straumann.shapp.ch>.

The admission card will be sent out from 30 March 2017. If you would like to be represented by a third party, please indicate your instructions on your admission card and give the signed original to your representative.

The Annual General Meeting will be held in the Congress Center at Messe Basel (Basel Trade Fair Center) on 7 April 2017. You are cordially invited to join us for a buffet lunch following the Annual General Meeting.

We look forward to welcoming you at this year's Straumann Annual General Meeting.

Yours sincerely  
Straumann Holding AG



Gilbert Achermann

Chairman of the Board of Directors

## 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 Business Year 2016

#### 1.1. Approval of the Management Report, the Annual Financial Statements and the Consolidated Financial Statements for the Business Year 2016

The Board of Directors proposes that the Management Report, the Annual Financial Statements and the 2016 Consolidated Financial Statements be approved.

#### 1.2. Consultative vote on the Compensation Report for the Business Year 2016

In addition, the Board of Directors proposes that the 2016 Compensation Report be approved in a consultative vote. The Compensation Report sets out the relevant principles of the Straumann compensation system and contains information about the compensation paid to the Board of Directors and Executive Management.

### 2. Appropriation of Earnings and Dividend Payment for the 2016 Business Year

The Board of Directors proposes to appropriate the 2016 earnings as follows:

Net Profit for 2016	CHF	138 092 264.15
Carried forward from previous years	CHF	733 741 475.57
Changes to Reserves for Own Shares	CHF	-43 458 280.78
Profit available to the Annual General Meeting	CHF	828 375 458.94
Proposed Dividend Distribution*	CHF	-65 138 963.75
Balance carried forward	CHF	763 236 495.19

\*Based on 15 878 984 issued shares minus 552 169 treasury shares; the number of issued shares/treasury shares may change until the date of the Annual General Meeting.

The Board of Directors proposes the distribution of a gross dividend of CHF 4.25 per share. Any excess balance shall be carried forward to the new accounts.

#### Explanation:

The dividends will be paid out net of 35% withholding tax as of 13 April 2017. Treasury shares held by Straumann Holding AG and its affiliates are not entitled to dividends.

### 3. Discharge of the Board of Directors

The Board of Directors proposes that the members of the Board of Directors be granted discharge for their activities in the 2016 Business Year.

### 4. Approval of the Compensation of the Board of Directors for the Next Term

The Board of Directors proposes for all members of the Board of Directors, collectively, for the period commencing with today's Annual General Meeting and ending at the 2018 Annual General Meeting, a fixed compensation component in a maximum amount of CHF 2.3m.

#### Explanation:

The compensation for the Board consists of a fixed compensation, which is paid out approximately 60% in cash and approximately 40% in shares, which are blocked for two years. The maximum amount proposed to the Annual General Meeting includes all social security charges and the fringe benefits listed in the Compensation Report. The Board of Directors determines the compensation payable to its members within the limits approved by the shareholders.

### 5. Approval of the Compensation of the Executive Management

#### Explanation:

The compensation paid to the Executive Management consists of a fixed compensation component in cash, which includes the basic salary and other compensation components and benefits, for the period starting from 1 April of the current Business Year and ending on 31 March of the consecutive Business Year, a variable short-term compensation component in cash retrospectively for the past Business Year, and a variable long-term, share-based compensation component for the current Business Year.

The maximum amounts proposed to the Annual General Meeting include social security charges and the fringe benefits listed in the Compensation Report.

- The fixed compensation components are individually defined by the Board of Directors within the limits approved by the Annual General Meeting.
- The long-term, performance-based 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 fair value of the PSUs granted has been determined by independent specialists using a Monte Carlo simulation algorithm. The PSUs entitle members of the Executive Management, upon expiration of the vesting period in April 2020, to receive 1 share per PSU of Straumann Holding AG in case of a 100% target achievement, and up to 2 shares per PSU in case of a maximum target achievement
- The short-term variable compensation component to be approved by the General Meeting has been calculated to the individual members of the Executive Management based on the achievement of specific individual and financial targets.

Please refer to our Annual Report for further information on fixed and variable compensation.

### **5.1 Approval of the Fixed Compensation of the Executive Management for the Period from 1 April 2017 to 31 March 2018**

The Board of Directors proposes for all members of the Executive Management, for the period starting from 1 April 2017 to 31 March 2018, a total fixed compensation from the overall maximum amount of CHF 5.8m.

## 5.2 Approval of the Long-term Variable Compensation of the Executive Management for the 2017 Business Year

The Board of Directors proposes for all members of the Executive Management a long-term, variable compensation for the 2017 Business Year in the maximum amount of CHF 3.0m.

## 5.3 Approval of the Short-term Variable Compensation of the Executive Management for the 2016 Business Year

The Board of Directors proposes for all members of the Executive Management a short-term, variable compensation for the 2016 Business Year in the maximum amount of CHF 5.7m.

## 6. Election of the Board of Directors and the Chairman

The term of office of all members of the Board of Directors ends at the Annual General Meeting 2017.

Stefan Meister stepped down from the Board in May 2016 and Roland Hess is not standing for re-election. The remaining members of the Board of Directors are all standing for re-election. Accordingly the Board proposes the re-election of:

- Gilbert Achermann, as a member and Chairman
- Dr Sebastian Burckhardt, as a member
- Ulrich Looser, as a member
- Dr Beat Lüthi, as a member
- Dr h.c. Thomas Straumann, as a member

for a term of one year ending with the completion of the 2018 Annual General Meeting.

Further the Board of Directors proposes the election of:

- Monique Bourquin, as a member
- Regula Wallimann, as a member

for a term of one year ending with the completion of the 2018 Annual General Meeting.

Short CV's of the new candidates:

#### MONIQUE BOURQUIN

Swiss (born 1966)

Monique Bourquin has a strong track record in General Management, Finance, Marketing and Distribution gained from her career in consulting and the consumer-goods industry. Having worked with PWC, Rivella and Mövenpick, she joined Unilever in 2002. After four years as a Country Manager, she became CFO for the GAS region from 2012 to 2016. She also held board mandates in Promarca (the Swiss branded goods association) and two Unilever pension funds.

She has served on the Board of Directors of Emmi, the leading Swiss dairy group, since 2013 and is a member of their Market and Audit Committees. She is also on the Board of the Swiss marketing association GfM. She will broaden her career as a board member in 2017.

Monique Bourquin graduated from the University of St. Gallen and lectures in the Executive MAS program of the Swiss Federal Institute of Technology (ETH) in Zurich.

#### REGULA WALLIMANN

Swiss (born 1967)

Regula Wallimann is an expert in multinational group auditing, financial advisory and corporate governance, having been with KPMG since 1993. As a Global Lead Partner since 2003, she has been responsible for several global companies and has led audit teams specializing in tax, IT, treasury, compliance, litigation, environmental matters, pensions, international accounting and reporting, covering the US, China, LATAM and other regions.

She was a member of the strategic partners committee of KPMG Switzerland from 2012 to 2014. As of April 2017, Regula Wallimann will start a new career as an independent financial expert and board member.

A graduate of HSG, University of St. Gallen, Switzerland, Regula Wallimann has studied at INSEAD and is a Certified Public Accountant both in the US and Switzerland.

## 7. Election of the Members of the Compensation Committee

The Board of Directors proposes the election of:

- Monique Bourquin, as a member of the Compensation Committee
- Ulrich Looser, as a member of the Compensation Committee
- Dr h.c. Thomas Straumann, as a member of the Compensation Committee for a term of one year ending with the completion of the 2018 Annual General Meeting.

**8. Election of the Independent Voting Representative**

The Board of Directors proposes the election of NEOVIUS AG, Basel, as the independent voting representative for a term of office of one year ending with the completion of the 2018 Annual General Meeting.

**9. Election of the Auditors**

The Board of Directors proposes the re-election of Ernst & Young AG, Basel, as the auditor for the 2017 Business Year.

## ORGANIZATIONAL DETAILS AND ADDITIONAL INFORMATION

### A 2016 Annual Report (incl. Compensation Report)

The Annual Report and the 2016 Compensation Report and the corresponding auditor's reports will be published in English and are available for inspection as of 16 February 2017 at the company's headquarters at Peter Merian-Weg 12, 4002 Basel, Switzerland. Shareholders may request copies via the reply form. The Annual Report is also available on the Internet at: <http://www.straumann.com/agm>.

### B Registration / Admission Tickets

Shareholders registered in the Straumann Holding AG share register as shareholders with voting rights on 29 March 2017 are entitled to participate in and vote at the Annual General Meeting.

Shareholders, who wish to participate in person at the Annual General Meeting or who wish to be represented by the independent voting representative or by a third party are requested to return the reply form mailed with this invitation to the share registrar: Nimbus AG, Ziegelbrückstrasse 82, 8866 Ziegelbrücke, Switzerland. Reply forms received by the share registrar after 5 April 2017 will not be processed.

Admission cards will be dispatched from 30 March 2017.

### C Representation

Shareholders, who cannot attend the Annual General Meeting in person, may be represented by a third party or the independent voting representative, NEOVIUS AG (formerly NEOVIUS Schlager & Partner), Attn. Dr. Stephan Frey, Hirschgässlein 30, 4010 Basel, Switzerland.

Shareholders who wish to be represented by the independent voting representative are required to specify their voting instructions on the reply form, sign the reply form by hand and send it to the share registrar by 5 April 2017.

Shareholders who wish to be represented by a third party are required to order an admission card, sign the proxy on the admission card by hand and give the admission card together with the voting materials to their proxy holder.

**D Electronic Communication**

Shareholders may issue proxies and instructions to the independent voting representative electronically via <https://straumann.shapp.ch>. The instructions must be recorded by no later than 11:59 p.m. on 5 April 2017.

**E Requests to Speak**

Shareholders wishing to comment on an agenda item during the Annual General Meeting are asked to report to the registration desk in the hall before the meeting begins.

**F 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.

# LOCATION PLAN



