

# Invitation to the Annual General Meeting of Straumann Holding AG

Friday, 8 April 2016, 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, 10 March 2016

Dear Sir / Madam

We cordially invite you to our Annual General Meeting on 8 April 2016. 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 2015 Annual Report.

Please complete and sign the reply form and return it to the share registrar, Nimbus AG, as soon as possible. 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 cards will be sent to you from 31 March 2016. If you would like to be represented by a third party, please indicate your instructions on the admission cards 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 8 April 2016. 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 2015

#### 1.1. Approval of the Management Report, the Annual Financial Statements and the Consolidated Financial Statements for the Business Year 2015

The Board of Directors proposes that the Management Report, the Annual Financial Statements and the 2015 Consolidated Financial Statements be approved.

#### 1.2. Consultative vote on the Compensation Report for the Business Year 2015

In addition, the Board of Directors proposes that the 2015 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 2015 Business Year

The Board of Directors proposes to appropriate the 2015 earnings as follows:

Net Profit for 2015	CHF	-84 818 401.27
Carried forward from previous years	CHF	873 202 751.92
Changes to Reserves for Own Shares	CHF	8 509 448.92
<hr/> Profit available to the Annual General Meeting	CHF	<hr/> 796 893 799.57
Proposed Dividend Distribution*	CHF	-62 861 612.00
Balance carried forward	CHF	734 032 187.57

The Board of Directors proposes the distribution of a gross dividend of CHF 4.00 per share. Any excess balance shall be carried forward to the new accounts.

### **Explanation:**

Treasury shares held by Straumann Holding AG and its affiliates are not entitled to dividends. The dividends will be paid out net of 35% withholding tax as of 14 April 2016 and the shares traded without dividend rights as of 12 April 2016.

\*Based on 15 722 939 issued shares minus 7 536 treasury shares; the number of issued shares/ treasury shares may yet differ up until the last trading day on which dividends are permitted to be received (11 April 2016).

### **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 2015 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 2017 Annual General Meeting, a fixed compensation component in a maximum amount of CHF 2 300 000.

### **Explanation:**

In accordance with Art. 3.1.9 of the Articles of Association, the Annual General Meeting approves the compensation of the Board of Directors in advance for the next term. The compensation consists of a fixed compensation, which is paid out in cash and shares. The maximum amount proposed to the Annual General Meeting includes all social security charges and the fringe benefits listed in the Compensation Report. Approximately 40% of the compensation will be paid out in shares, which will be blocked for two years. 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, a variable short-term compensation component in cash, and a variable long-term, share-based compensation component.

In accordance with Art. 3.1.9 of the Articles of Association, the Annual General Meeting approves the following:

- The fixed compensation components for the current members of the Executive Management for the period starting from 1 April of the current Business Year and ending on 31 March of the consecutive Business Year;
- The maximum long-term variable compensation component for the current members of the Executive Management for the current Business Year;
- The short-term variable compensation component for the current members of the Executive Management retrospectively for the past 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 and the long-term, variable compensation components payable to the individual members of the Executive Management are defined by the Board of Directors within the limits approved by the Annual General Meeting.

The short-term variable compensation component payable to the individual members of the Executive Management is defined by the Board of Directors within the limits approved by the Annual General Meeting and 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 2016 to 31 March 2017

The Board of Directors proposes for all members of the Executive Management, for the period starting from 1 April 2016 to 31 March 2017, a total fixed compensation from the overall maximum amount of CHF 5 800 000.

### 5.2 Approval of the Long-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 long-term, variable compensation for the 2016 Business Year in the maximum amount of CHF 2 800 000.

### 5.3 Approval of the Short-term Variable Compensation of the Executive Management for the 2015 Business Year

The Board of Directors proposes for all members of the Executive Management a short-term, variable compensation for the 2015 Business Year in the maximum amount of CHF 5 300 000.

## 6. Increase of the Contingent Share Capital

The Board of Directors proposes to the Annual General Meeting to increase the contingent share capital by CHF 16 293.90 from CHF 27 706.10 to CHF 44 000.00 and to replace Article 2.1.2 of the Articles of Association with the following provision:

### *2.1.2 Contingent Share Capital*

*<sup>1</sup> The share capital may be increased by a maximum amount of CHF 44 000.00 through the issuance of a maximum of 440 000 fully paid up registered shares with a par value of CHF 0.10 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.*

*<sup>2</sup> The allocation of shares, options and subscription rights and their conditions is defined by the Board of Directors within the scope of the regulations and the share ownership plans it has issued.*

<sup>3</sup> *The shareholders' preemptive rights and advance subscription rights are excluded.*

<sup>4</sup> *The transferability of shares is restricted pursuant to Article 2.3 of the Articles of Association.*

### **Explanation:**

The Straumann Group maintains a share-based Long-Term Incentive plan (LTI) for the Executive Management and other members of management, as well as an employee share ownership program, which serves as a compensation instrument aimed at promoting long-term employee retention and ensuring that the interests of employees are consistent with those of shareholders. Please refer to the Compensation Report for further information on LTI.

In order to ensure that the employee share ownership program is able to be operated, the Board of Directors proposes that the contingent capital be increased and the Articles of Association be amended at the same time.

## **7. Change of the Number of Mandates Permitted Outside the Group**

The Board of Directors proposes to the Annual General Meeting to increase the number of mandates that members of the Executive Management may have in listed companies outside the Group to two and to replace provision 2 of Article 4.4 of the Articles of Association with the following provision:

### *4.4 Mandates outside the Group*

*[<sup>1</sup> No changes]*

*<sup>2</sup> Members of the Executive Management may not exercise more than five mandates in commercial companies, of which no more than two of these may be in listed companies.*

*[<sup>3</sup> No changes]*

*[<sup>4</sup> No changes]*

## 8. 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 2016. All members stand for re-election for another term. Accordingly, the Board of Directors proposes the re-election of:

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

for a term of one year ending with the completion of the 2017 Annual General Meeting.

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

The Board of Directors proposes the re-election of:

- Ulrich Looser, as a member of the Compensation Committee
- Dr Beat Lüthi, as a member of the Compensation Committee
- Stefan Meister, as a member of the Compensation Committee

for a term of one year ending with the completion of the 2017 Annual General Meeting.

## 10. Election of the Independent Voting Representative

The Board of Directors proposes the re-election of NEOVIUS Schlager & Partner, Basel, as the independent voting representative for a term of office of one year ending with the completion of the 2017 Annual General Meeting.

## 11. Election of the Auditors

The Board of Directors proposes the re-election of Ernst & Young AG, Basel, as the auditor for the 2016 Business Year.

## ORGANIZATIONAL DETAILS AND ADDITIONAL INFORMATION

### A 2015 Annual Report (incl. Compensation Report)

The Annual Report and the 2015 Compensation Report and the corresponding auditor's reports will be published in English and are available for inspection as of 25 February 2016 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 30 March 2016 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 30 March 2016 will not be processed.

Admission cards will be dispatched from 31 March 2016.

### 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 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 30 March 2016.

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 6 April 2016.

#### **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



