

Invitation to the Annual General Meeting of Straumann Holding AG

Wednesday, 4 April 2018, 9:00 a.m. (doors open at 8:00 a.m.)
Congress Center Basel, Montreal Hall, Messeplatz 21, Basel, Switzerland

To the shareholders of Straumann Holding AG

Basel, 5 March 2018

Dear Madam, Dear Sir

We cordially invite you to our Annual General Meeting on 4 April 2018 at 9:00 a.m. Please find enclosed the agenda, reply form (for ordering admission cards and for granting authorization to the independent voting representative) and an abridged version of our 2017 Annual Report.

Please complete and sign the reply form and send it to the share registrar (areg.ch) as soon as possible. Replies must reach the registrar by 29 March 2018 at the latest. If you would like to be represented by the independent voting representative, please specify your voting instructions on the reply form before sending it. Alternatively, you can register for the Annual General Meeting online and provide your instructions to the independent voting representative at www.netvote.ch/straumann/?login.

Admission cards will be sent as of 23 March 2018. If you would like to be represented by a third party, please sign the admission card and give it to your representative together with your instructions.

The Annual General Meeting will be held in the Congress Center at the Basel Trade Fair Center (Messe Basel). It is our pleasure to invite you to breakfast before the Annual General Meeting. We kindly ask you to note that, due to the earlier start, the Meeting will finish at around 10:30 a.m.

We look forward to seeing you.

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 2017 business year

- 1.1. Approval of the Management Report, the Annual Financial Statements and the Consolidated Financial Statements for the 2017 business year

The Board of Directors proposes that the Management Report, the Annual Financial Statements and the 2017 Consolidated Financial Statements be approved.

- 1.2. Consultative vote on the Compensation Report for the 2017 business year

In addition, the Board of Directors proposes that the 2017 Compensation Report be approved in a consultative vote. The Compensation Report sets out the relevant principles of Straumann's compensation system and contains information about the compensation paid to the Board of Directors and the Executive Management.

2. Appropriation of earnings and dividend payment for the 2017 business year

The Board of Directors proposes to appropriate the 2017 earnings as follows:

Net profit for 2017	CHF	234 306 553.19
Carried forward from previous years	CHF	763 236 495.19
Changes to reserves for own shares	CHF	17 943 445.76
Profit available to the Annual General Meeting	CHF	1 015 486 494.14
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Proposed dividend distribution*	CHF	-75 111 759.50
Balance carried forward	CHF	940 374 734.64

*Based on 15 878 984 issued shares minus 65 982 treasury shares; the number of issued shares/treasury shares may change up until the Annual General Meeting.

The Board of Directors proposes the distribution of a gross dividend of CHF 4.75 per share. Any excess balance shall be carried forward to the new accounts.

Explanation

The dividend will be paid out net of 35% withholding tax as of 12 April 2018. 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 2017 business year.

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

The Board of Directors proposes a fixed compensation component in a maximum amount of CHF 2.4m for all its members collectively for the period commencing at the 2018 Annual General Meeting and ending at the 2019 Annual General Meeting.

Explanation

The compensation for the Board consists of a fixed compensation, which is paid in cash and shares. Approximately 40% of the total compensation is paid in shares at the market value on the date of grant, which are blocked for two years. The proposed maximum amount includes all social security charges and the fringe benefits listed in the Compensation Report. The Board of Directors determines the compensation payable to its members within the limits approved by the shareholders.

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 as well as benefits for the period starting on 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, paid retrospectively for the past business year, and a variable long-term, share-based compensation component for the current business year.

The proposed maximum amounts 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, 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. The PSUs entitle members of the Executive

Management to receive 1 share per PSU of Straumann Holding AG in the case of a 100% target achievement, and up to 2 shares per PSU in the case of a maximum target achievement upon completion of the vesting period in April 2021.

- The short-term variable compensation component to be approved by the General Meeting has been calculated for the individual members of the Executive Management based on the achievement of specific financial and company-specific targets.

Please refer to our Compensation Report, which is included in the full 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 2018 to 31 March 2019](#)

The Board of Directors proposes a maximum total fixed compensation of CHF 6.9m for all members of the Executive Management collectively for the period from 1 April 2018 to 31 March 2019.

5.2 [Approval of the long-term variable compensation of the Executive Management for the current business year](#)

The Board of Directors proposes a long-term variable compensation in the maximum amount of CHF 3.0m for all members of the Executive Management collectively for the 2018 business year.

5.3 [Approval of the short-term variable compensation of the Executive Management for the 2017 business year](#)

The Board of Directors proposes a short-term variable compensation in the maximum amount of CHF 6.4m for all members of the Executive Management collectively for the 2017 business year.

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 2018 Annual General Meeting. All current members of the Board are standing for re-election.

Accordingly, the Board proposes the re-election of:

- Gilbert Achermann, as a member and Chairman
- Monique Bourquin, as a member
- 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
- Regula Wallimann, as a member,

each for a term of one year ending with the completion of the 2019 Annual General Meeting.

7. Election of the members of the Compensation Committee

The Board of Directors proposes the re-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,

each for a term of one year ending with the completion of the 2019 Annual General Meeting.

8. Election of the independent voting representative

The Board of Directors proposes the re-election of NEOVIUS AG, Basel, as the independent voting representative for a term of office of one year ending with the completion of the 2019 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 2018 business year.

Organizational details and additional information

A 2017 Annual Report (incl. Compensation Report)

The 2017 Annual Report including the Compensation Report and the corresponding auditor's reports are published in English online and have been available since 15 February 2018 on the internet at:

<https://www.straumann.com/group/en/discover/annualreport/2017.html>.

B Registration/admission cards

Shareholders registered in Straumann Holding AG's share register as shareholders with voting rights at 5:00 p.m. on 22 March 2018 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 with this invitation by post to the share registrar, areg.ch ag, Fabrikstrasse 10, 4614 Hägendorf, Switzerland. Reply forms received by the share registrar after 29 March 2018 will not be processed.

Admission cards will be dispatched as of 23 March 2018.

C Representation

Shareholders who cannot attend the Annual General Meeting may be represented by a third party or the independent voting representative, NEOVIUS AG, 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 and post it to the share registrar so that it arrives by 29 March 2018.

Shareholders who wish to be represented by a third party are required to order an admission card, which they must sign and give to their proxy representative together with their voting materials.

D Electronic communication

Shareholders may issue proxies and instructions to the independent voting representative electronically via www.netvote.ch/straumann/?login. The instructions must be recorded no later than 11:59 a.m. on 29 March 2018.

E Requests to speak

Shareholders wishing to comment on an agenda item during the Annual General Meeting are requested to inform our staff at 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

