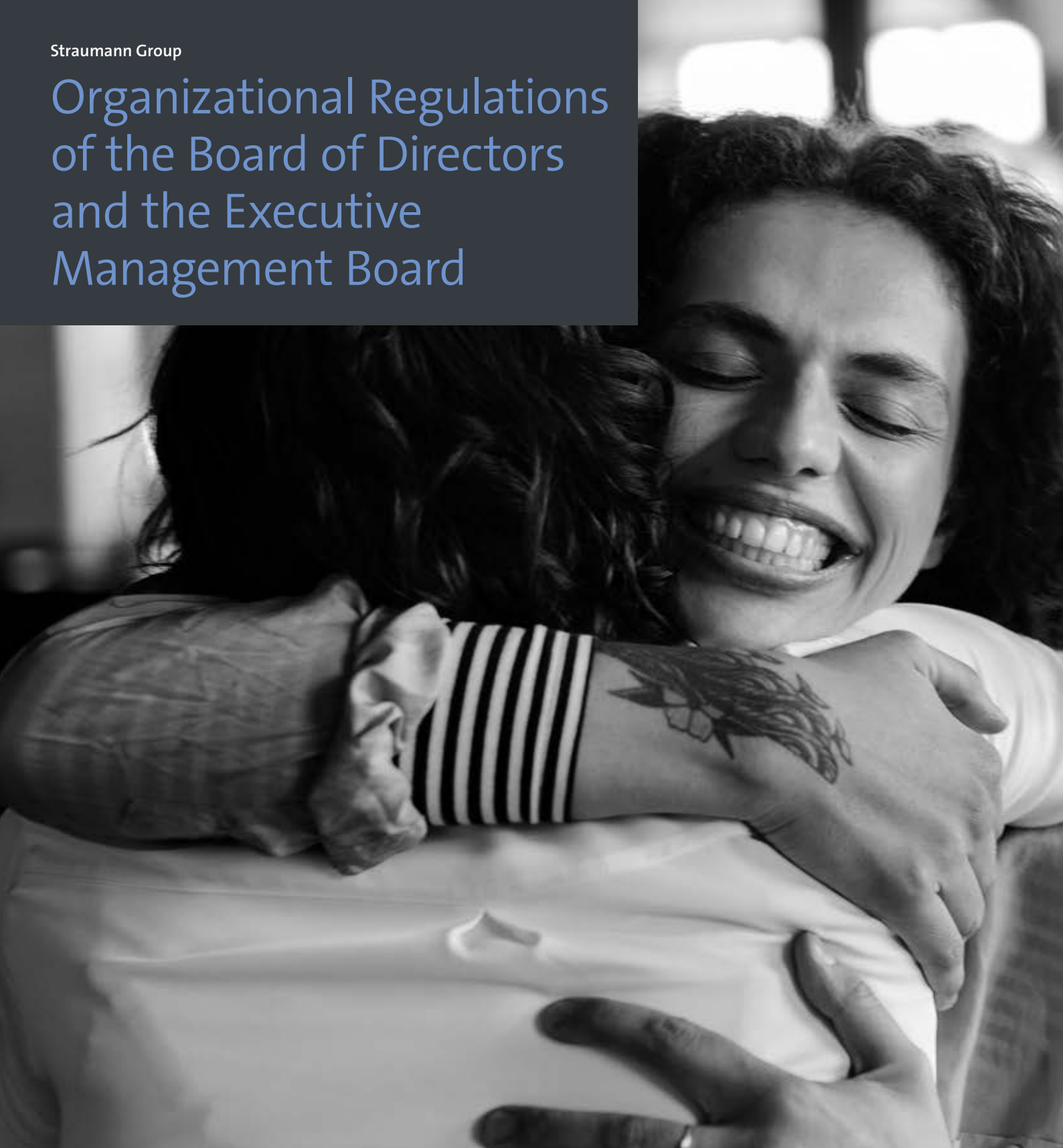


Straumann Group

# Organizational Regulations of the Board of Directors and the Executive Management Board



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## 1. Definitions

<b>Board</b>	Board of Directors
<b>Committee</b>	A committee of the Board
<b>Task Force</b>	A committee of the Board with a specific scope and limited duration
<b>EMB</b>	Executive Management Board
<b>CEO</b>	Chief Executive Officer
<b>Group</b>	STH, STCB and all its Subsidiaries
<b>STH</b>	Straumann Holding AG
<b>STCB</b>	Institut Straumann AG
<b>Subsidiary</b>	A company in which STH directly or indirectly holds an equity interest that needs to be consolidated under IFRS (International Financial Reporting Standards) other than STCB

## 2. Preface

The Group is engaged in business activities related to the development, manufacture and sale of dental implant systems, instruments, prosthetics, tissue regeneration products, digital equipment, software solutions and other products for use in replacement, restorative, corrective and preventive dentistry.

The governing bodies of STH are:

- the Shareholders' General Meeting;
- the Board of Directors led by the Chairperson;
- the EMB, led by the CEO; and
- the External Auditors.

# 3. Scope and Content

## 3.1. GENERAL

These Organizational Regulations establish the duties and responsibilities of the Board, its Committees, the Chairperson and the EMB led by the CEO and apply to STH and STCB. Each Subsidiary may establish additional regulations to facilitate and regulate its specific needs.

To the extent legally possible, the management duties and powers are delegated to business units and officers who possess the necessary knowledge and expertise to make decisions and execute appropriate actions.

## 3.2. SUBSIDIARY GOVERNANCE

STH, STCB and each Subsidiary are individual corporate entities, independent from other Group companies and held to manage its business locally. Neither STH, STCB nor any Subsidiary shall operate the business of another Group company nor shall any Subsidiary act as agent of STH, STCB or any other Subsidiary. As a general rule, the Chief Financial Officer (CFO), the Chief Legal Officer (CLO) and the regional Sales Executive are members of the most senior governing corporate body of the Subsidiaries. Management functions are entrusted to local management.







## 4. The Board of Directors

### 4.1. ELECTION AND ORGANIZATION

The Board shall consist of a minimum of 5 and a maximum of 9 members.

The members of the Board, its Chairperson and the members of the Human Resources & Compensation Committee are elected by the General Meeting of the Shareholders for a one year term. Re-elections are possible. A Board member shall retire at the General Meeting of the Shareholders of the year in which he or she turns 70.

The Board shall appoint the following from among its members for one year terms:

- a Vice Chairperson;
- a new Chairperson, if the office of the Chairperson falls vacant;
- the members of the Audit & Risk Committee;
- the members of the Technology & Innovation Committee; and
- the members of the Human Resources & Compensation Committee required to fill any vacancy in such Committee.

The Board shall designate one or several secretaries and minute-keepers, who need not be Board members.

## 4.2. RESPONSIBILITIES AND AUTHORITIES

The Board shall be responsible for the overall strategic direction of the Group and its management. In particular, the members of the Board jointly have the following responsibilities:

- determine the Group's vision, mission, values and strategy;
- determine the principal organization and processes of the Group;
- approve the strategic plan of the Group, the financial medium-term plan and the annual budget;
- approve the annual report as well as the annual and half-yearly financial statements and the compensation report;
- prepare and approve the agenda of the General Meeting of the Shareholders and implement its resolutions;
- appoint and dismiss the CEO and the members of the EMB;
- decide on the proposal made by the Human Resources & Compensation Committee regarding the compensation payable to its members, the CEO and the EMB, and submit a general proposal in accordance with the Articles of Association to the General Meeting of the Shareholders for approval;
- supervise the EMB, which is entrusted with the management of the Group, including compliance with applicable laws, industry regulations and listing rules;
- designate persons who shall be registered with joint signatory power for STH and/or STCB and approve the Signature Policy, which shall have joint signature as a general rule;
- define the Insider Trading Policy; and
- notify the competent courts in case of an insolvency or over-indebtedness of STH and/or STCB.

Except as set forth above, the Board delegates the management of the Group to the EMB under the lead of the CEO. The Board may revoke delegated duties at any time.

The members of the Board are held to carry out their duties with due care and to safeguard and advance the interest of the Group in good faith.

The Board evaluates its own performance and the performance of its members annually.

## 4.3. THE CHAIRPERSON

The Chairperson – or in his/her absence the Vice Chairperson – has the following duties:

- convene and preside over the meetings of the Board;
- coordinate the work of the Board and its Committees;
- prepare the agenda of the Board meetings;
- ensure that the Board members are provided with timely information relevant to performing their duties and responsibilities;
- preside over the General Meeting of the Shareholders; and
- meet regularly with the CEO and the EMB.

The Chairperson and the Vice Chairperson need to be kept informed about all important business matters at all times from the outset and inform the Board as needed.

The Chairperson may attend Committee meetings in consultation with the Chairperson of the respective Committee.

## 4.4. COMMITTEES

The Board of STH has the following three regular Committees and approves their charters, which are attached to these Organizational Rules:

- the Human Resources & Compensation Committee;
- the Audit & Risk Committee; and
- the Technology & Innovation Committee.

The composition and the duties of the Committees are set forth in their respective charters. The Committees' Chairpersons shall regularly inform the Board on material matters discussed at Committee meetings.

The Board may assign the Nomination task for future Board members to a Nomination Committee or a Nomination Task Force. The Board may establish further Committees or Task Forces or assign specific tasks to individual Board members.

## 4.5. MEETINGS

The Board convenes as often as business requires but shall hold at least five ordinary meetings per year. The frequency of the Committee meetings shall be defined in the charters of the respective Committee.

Extraordinary meetings of the Board and its Committees shall be convened by the Chairperson or, in his/her absence, the Vice Chairperson.

Any Board or Committee member may demand that an extraordinary meeting of the Board or Committee shall be held as soon as practicably possible. The request must be in writing, stating the reasons and proposals to be submitted to the meeting.

Notice of a meeting shall be given at least 10 days in advance (or less if the requirement of a two-thirds quorum according to 4.6 hereafter is fulfilled) and the preparatory documentation shall be made available at least 6 days in advance through an electronic platform or by mail.

Persons who are not members of the Board or a Committee may participate (but not vote) in Board/Committee meetings if their expertise is required and if they have been invited by the Chairperson of the Board or respective Committee.



## 4.6. QUORUM AND RESOLUTIONS

The Board has a quorum when the majority of its members are present. Participation via video or telephone conference is permitted.

Urgent business matters that are not included in the agenda, as well as resolutions that deviate from these Organizational Regulations, may only be resolved if two-thirds of the members of the Board are present. No quorum is required for resolutions that are to be cast in a public deed.

The majority of the votes cast by the members present is necessary to pass a resolution. In the event of a tie, the Chairperson of the meeting has the casting vote.

Resolutions of the Board or a Committee may also be passed by way of written consent, provided that the proposal is sent to all members of the respective body and provided that all members cast a vote or give written notice of abstention. Within the period stipulated for the vote, any member shall have the right to request that the matter be discussed in a meeting.

## 4.7. MINUTES

Minutes shall be kept of the proposals and the resolutions of the Board and its Committees.

The minutes of the Board shall be signed by the Chairperson and the secretary of the Board or the person who keeps the minutes.

The minutes of the Committee meetings shall be signed by the Chairperson and the secretary or the person who keeps the minutes of the respective Committee meeting.

## 4.8. URGENT BUSINESS MATTERS

Should immediate action or approval be required to ensure the conclusion of a business matter that lies in the authority of the Board, the matter may be approved by the Chairperson, provided that there is no clear indication that the Board would not approve the respective proposal.

The Chairperson shall inform the Board about such matters at the earliest opportunity.

## 4.9. ACCESS TO INFORMATION

The members of the Board shall have access to all information concerning the Group as far as necessary to fulfil their duties as Board members.

Board members shall exercise their information right during Board meetings. In addition, having informed the Chairperson and the CEO, Board members may request any information and inspect any record of the Group provided such information or inspection is necessary to fulfill their duties as Board members.

The CEO shall inform the Board at each Board meeting about the current business performance and important business developments of the Group.



# 5. The Executive Management

## 5.1. THE CHIEF EXECUTIVE OFFICER

The CEO shall have the following authorities and responsibilities and the right to delegate their performance/ implementation further:

- manage the Group together with the EMB;
- designate a deputy who shall exercise all responsibilities and authorities in case the CEO should not be able to exercise his/her function;
- establish a management organization that enables the Group to operate its businesses effectively in accordance with the strategy and budget approved by the Board;
- supervise business activities and be responsible for the implementation of the resolutions of the Board and its Committees, including – but not limited to – the short and medium-term targets set out in the Group's strategy approved by the Board;
- submit proposals of strategic relevance (as further specified in the internal Competence Matrix) to the Board for approval and execute the decisions of the Board; and
- ensure compliance with applicable laws, industry regulations and listing rules.

The CEO decides on the frequency of EMB meetings and presides over them. He/she coordinates the work of the EMB.

The CEO shall provide regular, periodic reports to the Board on the performance of the business of the Group. In addition, the CEO shall immediately report any extraordinary development.

## 5.2. THE EXECUTIVE MANAGEMENT BOARD

The EMB shall be comprised of the CEO and any other member of management appointed by the Board as an EMB member.

The EMB shall be responsible for the operational management.

The CEO shall assign the duties and responsibilities of the EMB members subject to the approval of the Board.

EMB members must notify the CEO promptly and the EMB at the next opportunity of any extraordinary events or risks in the course of ongoing business activities.

Minutes shall be kept of the proposals and the resolutions of the EMB. The minutes shall be signed by the CEO and the secretary of the meeting and shall be made available to the Board upon request.

EMB members and the CLO have the right to approach the Board and discuss any matter concerning the business of the Group.

All board and similar mandates in Subsidiaries held by EMB members, the CLO or other mandatees, shall be relinquished upon termination of service in the Group.

# 6. General Provisions

## 6.1. CONFIDENTIALITY

Board members are required to treat all information regarding the business of the Group, which they obtain during the term of their mandate, strictly confidential and shall not disclose any such information to third parties.

Resigning Board members must return to the Chairperson all documents containing confidential information about the Group's business obtained within the course of their mandate within one month following their departure. Where any claims of accountability are made against a Board member, he or she shall be entitled to review the documents that have been made available to him/her in his/her function as a Board member, provided such documents relate to the accountability issue.

## 6.2. CONFLICTS OF INTEREST

If a Board or EMB member (or their direct relatives, spouses or unmarried partners) has a direct or indirect interest in a matter that is opposed to the interests of the Group, or has a corporate, contractual or other legal duty to pursue an interest in a matter that is opposed to the interests of the Group, or suffers from an other conflict of interest, he/she shall notify the Chairperson or the Vice-Chairperson without delay. In addition, he/she shall recuse himself/herself from voting and, if so determined by the Board, from deliberations in relation to the respective matter. The Board may consider and take other measures if necessary to ensure that the conflict of interest does not affect the company negatively.

These organizational regulations have been approved by the Board of Directors of Straumann Holding AG on December 15, 2021 and enter into force January 1, 2022.

**Gilbert Achermann**  
*Chairperson of the Board of Directors*

**Dr Sebastian Burckhardt**  
*Secretary of the Board*



# Charter of the Human Resources & Compensation Committee

## I. PURPOSE OF THE HUMAN RESOURCES & COMPENSATION COMMITTEE

The Human Resources & Compensation Committee (“Committee”) of Straumann Holding AG (“Company”) is assisting and providing insights to the Board of Directors of the Company (“Board”) and the Executive Management Board of the Company (“EMB”) regarding all matters related to HR topics and to the compensation of its members, the EMB and other Executives.

## II. COMPOSITION OF THE COMMITTEE

The Committee is made up of at least three members of the Board, who are elected by the General Meeting of the Shareholders for a term of office until the end of the next General Meeting of the Shareholders. Re-election is allowed.

In the event of a vacancy in the Committee, the Board appoints the replacement members from among its own members for the remaining term of office.

The Committee constitutes itself.

## III. DUTIES OF THE COMMITTEE

The Committee shall perform the duties set out below as well as any other duties that are required by applicable law or stock exchange rules and requirements or are delegated to the Committee by the Board.

### A. Compensation and Evaluation Principles & Policies

Review and approve the remuneration strategy, policies and practices in line with corporate goals, corporate governance principles and market conditions.

Review and, if necessary, propose changes to the compensation principles, including fixed compensation, bonus schemes, stock participation programs, options and other benefits.

Monitor and, if necessary, propose changes to the compensation principles and other related issues for the employee benefits, employee pension funds and employee insurances.

Ensure that the compensation principles are designed to:

- foster a high performance culture that rewards company and individual performance;
- manage performance through a structured system;
- compete with best-in-class global companies and industry benchmarks;
- provide benefits based on local market practices and regulations; and
- link variable compensation to long-term added value.

Benchmark the compensation principles with relevant market data from external sources on an annual basis to gather information on trends and general practices in this area.

## **B. Compensation and Evaluation of the Board and its committees**

Review the independence of each Board member and review the compensation schemes for the Board, its committees and its chairpersons with due consideration to law, corporate governance principles and market practices and benchmarks.

Advise the Chairperson of the Board on best practice standards related to Board and Committee evaluation; such an evaluation is to be performed periodically.

## **C. Compensation and Evaluation of the CEO and the EMB**

Consider and recommend to the Board the terms and conditions of the CEO's and the EMB's employment contracts, including fixed remuneration, short-term and long-term incentives, equity-based payments, pensions, termination conditions and other benefits.

Review the compensation schemes for the CEO and the EMB with due consideration to law and corporate governance principles.

Consider and recommend to the Board appropriate performance measures and targets for the CEO and the EMB that are consistent with the corporate goals and encourage superior performance, loyalty, entrepreneurship and ethical behavior.

Evaluate periodically the performance of the CEO and the members of the EMB against individual and company goals agreed upon in the incentive arrangements.

Review and approve the policy for allowable expenses for the CEO and the members of the EMB.

Consider that any new or varied contract with the CEO or with a member of the EMB is disclosed according to governance, accounting and legal requirements.

## **D. Management Succession**

The Committee shall periodically review and monitor the succession planning including policies and principles for the selection of the members of the EMB:

- The evaluation, nomination and eventually dismissal process of CEO and CFO shall be led by the Chairperson of the Board and supported by the Committee. Decisions are taken by the Board.
- The evaluation process of other EMB members shall be led by the CEO. However, the Chairperson of the Board and the Chairperson of the Committee are participating in the interview process. Decisions, also regarding the responsibilities of EMB members, are taken by the Board.

The Committee shall review action plans in the event of incapacitation, retirement or removal of any member of the EMB.

## **E. Human Resources Activities**

Review and approve the principles of HR Management to position Straumann as employer of choice in the HR market.

Review the roadmap for Straumann to become "HR Bestpractice Benchmark".

Review the framework for systems and tools to manage all Human Resources-related aspects in a way to support the strive to become "HR Bestpractice Benchmark".

Review retention and development plans for members of the Straumann Management Pool ("SM").

Review the compensation of the top 30 earners of the Straumann Group.

Review and approve policies with respect to Health issues and diversity.

May review the programs in support of employee morale and satisfaction.

#### **F. Environmental, Social and Governance (ESG)**

The Committee shall review the Group's progress against agreed Environmental, Social and Governance (ESG) targets, with a focus on social aspects, at least annually, and shall review the Group's annual external reporting on ESG for approval by the Board before publication.

#### **G. Disclosures**

The Committee shall review a recommendation for the Compensation Report which has to be included in the Company's annual financial report and which has to fulfil the requirements of the corporate governance guidelines of the SIX Swiss Exchange and reflect the principals of the 'Swiss Code of Best Practice for Corporate Governance' of the Swiss Business Federation, 'economiesuisse'.

#### **H. Reporting to the Board**

The Committee reports to the Board on the Compensation Policies and Principles as well as on Executive Compensation at least once a year and, when necessary, proposes changes to the compensation system.

It also reports on Human Resources Activities at least once a year and, when necessary, proposes changes.

The Committee shall record its resolutions. The minutes shall be sent to all Board members.

### **IV. ORGANIZATION OF THE COMMITTEE**

#### **A. Meetings**

The Committee is called by the Chairperson of the Committee either upon request of one of the Committee members or upon request of the Chairperson of the Board.

The meeting schedule of the Committee is aligned with the overall regular management cycle of the Company.

The Chairperson of the Committee and the CEO may have bilateral meetings on mutual request as appropriate.

The CEO (or a delegate nominated by the CEO and accepted by the Committee) is responsible for taking the minutes of the Committee meetings.

The minutes will be approved by the Chairperson of the Committee and shall be distributed to all Board members.

#### **B. Participants**

In general, in addition to the elected members of the Committee, the Chairperson of the Board, the CEO and the Chief People Officer (CPO) shall attend the formal meetings of the Committee.

#### **C. Authority**

The Committee may request information from all employees of the Company. Any request shall be channelled through the CEO and the Chairperson of the Committee shall be informed about the outcome.

The Committee may hire external advisors if deemed necessary. Thereby, the Chairperson of the Committee shall ensure the coordination and support by the Company's internal resources.



# Charter of the Audit & Risk Committee

## I. PURPOSE OF THE AUDIT & RISK COMMITTEE

The Audit & Risk Committee (“Committee”) of Straumann Holding AG (“Company”) is assisting the Board of Directors of the Company (“Board”) and the Executive Management Board of the Company (“EMB”) in monitoring the integrity of the financial statements of the Group, the performance of the external auditors and their qualifications and independence and the performance of the internal audit function as well as in ensuring that risks are properly assessed and professionally managed.

## II. COMPOSITION OF THE COMMITTEE

The Committee consists of not fewer than three members of the Board (“Board Members”). Only Board Members shall be members of the Committee (“Committee Members”). The majority of the Committee Members shall be non-executive Board Members. The Chairperson of the Committee shall be appointed by the Board and shall be a non-executive Board Member.

The Committee Members, including the Chairperson of the Committee, shall have a relevant background and experience in finance and accountancy.

## III. DUTIES OF THE COMMITTEE

The Committee shall perform the duties set out below as well as any other duties that are required by applicable law or stock exchange rules and requirements or are delegated to the Committee by the Board.

### A. Compliance and Risk Management

Monitoring major legal and regulatory developments impacting the compliance activities in relation to applicable laws and regulations.

Supervise the procedures implemented to ensure compliance with the applicable laws and regulation and ethical business standards adopted by the Straumann Group.

Review material litigation and legal risks.

Review the periodic preparation of a comprehensive risk management report and assess the proposed risk mitigating measures.

Consider the effectiveness of the Company’s internal control systems, including information technology security and control.

### B. External Audit Process

Select, evaluate and propose to the Board the external auditors to be nominated for approval by the annual shareholders' meeting thereby ensuring appropriate rotation of the auditors and the auditing partner.

Review the terms of engagement of the external auditors including their compensation and review their performance.

Evaluate the independence of the auditors and review all other relationships between the auditors and the Group.

Review the audit process, the results of the audit, and make an independent assessment of the quality of external auditors and internal control mechanism as well as the annual financial statements.

Discuss with the external auditors the results of their audits, any unusual items or disclosures contained in the audits, and the matters required by International Standards on Auditing (ISA 260) including the following:

- The general approach and overall scope of the audit, including any expected limitation thereon, or any additional requirements;
- The selection of, or changes in, significant accounting policies and practices that have, or could have, a material effect on the Straumann Group's financial statements;
- The potential effect on the financial statements of any significant risks and exposures, such as pending litigation, that are required to be disclosed in the financial statements;
- Audit adjustments, whether or not recorded by the entity, that have, or could have, a significant effect on the Straumann Group's financial statements;
- Material uncertainties related to events and conditions that may cast significant doubt on the Straumann Group's ability to continue as a going concern;
- Disagreements with management about matters that, individually or in aggregate, could be significant to the Straumann Group's financial statements or the auditor's report. These communications include consideration of whether the matter has, or has not, been resolved, and the significance of the matter;
- Other matters warranting attention, such as material weaknesses in internal control, questions regarding management integrity, and fraud involving management;
- Any other matters agreed on in the terms of the audit engagement.

Promote interaction and cooperation between external and internal auditors.

### **C. Internal Audit**

Review the organization, progress and staffing of the internal audit function.

Review the internal audit reports, management's responses and the implementation of required corrective actions.

Approve the annual audit program and monitor its execution.

### **D. Financial Reporting**

Review the statutory and consolidated financial statements, in particular significant financial reporting issues and judgements made in connection with the preparation of the statements.

Submit the full-year financial statements as well as the half-year Financial Report to the Board for approval, publication and in case of the full-year statements presentation to the General Meeting of Shareholders.

Review the quarterly Financial Reports for the first and third quarters of each calendar year.

Discuss content of periodic sales and earnings press releases with management.

Evaluate the adequacy of internal financial reporting and cost accounting principles.

## **E. Financial and Project Planning and Forecasts**

Review process and assumptions of the annual Budget process and periodic Forecasts (LE) and form an opinion on soundness of the assumptions and proposed results.

Form an opinion on proposed financial objectives such as revenue, net profit, dividend and return on invested capital development.

Form an opinion on proposed project objectives such as internal growth business models, restructuring and M&A projects.

In preparation of acquisitions and participations in excess of MCHF 50 (for a 100 % of the operation) review reports prepared by management with standardized financial analyses on impacts on Profit and Loss, Balance Sheet and Cash Flow, as well as predefined profitability ratios (i.e. NPV, ROCE, EP etc.).

## **F. Treasury and Taxes**

Review the quarterly Treasury report and analyze the situation and the positioning in regards to foreign exchange, interest rate and other exposures.

Review proposed actions in regards to the funding, investing and management of the Company's liquidity.

Monitor the Corporate tax rate development, optimization of the tax structure and potential tax exposures and litigations.

Assess the dividend policy and submit to the Board a recommendation for the annual profit distribution.

## **G. Environmental, Social and Governance (ESG)**

Review the Group's progress against agreed Environmental, Social and Governance (ESG) targets, at least annually. Review the Group's annual external reporting on ESG for approval by the Board before publication.

## **H. Cyber Security**

Review the Group's progress against agreed Cyber Security targets, at least annually.

## **I. Other responsibilities**

For the short term and long term incentive plans the Committee reviews annually Management's recommendations regarding target achievement of the past year and target setting for the current year. Final approval of these recommendations remains with the Board.

## IV. ORGANIZATION OF THE COMMITTEE

### A. Meetings

The Committee is called by the Chairperson of the Committee either upon request of one of the Committee Members or upon request of the Chairperson of the Board.

The meeting schedule of the Committee is aligned with the overall regular management cycle of the Company.

The Chairperson of the Committee, the CEO and the CFO may have bilateral meetings on mutual request as appropriate. The Committee may appoint a Committee Member to have bilateral meetings with the CLO to discuss legal risks.

The resolutions and the most relevant deliberations shall be minuted. The Chairperson of the Committee appoints a secretary. The minutes will be approved by the Committee, signed by the Chairperson and the secretary and shall be distributed to all Board Members.

### B. Participants

In general, in addition to the Committee Members, the CFO and nominated other members of his staff shall attend the formal meetings of the Committee. The Chairperson of the Board and the CEO may at their discretion join such meetings.

At least once a year, a part of a meeting shall be held with the external auditors without the presence of the CFO and the CEO.

### C. Authority

The Committee may request information from all employees of the Company. Any request shall be channelled through the CEO and the Chairperson of the Committee shall be informed about the outcome.

The Committee may hire external advisors if deemed necessary. Thereby, the Chairperson of the Committee shall ensure the coordination and support by the Company's internal resources.

# Charter of the Technology & Innovation Committee

## I. PURPOSE OF THE TECHNOLOGY & INNOVATION COMMITTEE

The Technology & Innovation Committee (“Committee”) of Straumann Holding AG (“Company”) is assisting the Board of Directors of the Company (“Board”) and the Executive Management Board of the Company (“EMB”) in providing insights and guidance relating to matters of innovation & technology.

## II. COMPOSITION OF THE COMMITTEE

The Committee consists of not fewer than three members of the Board (“Board Members”). Only Board Members shall be members of the Committee (“Committee Members”). The majority of the Committee Members shall be non-executive Board Members. The Chairperson of the Committee shall be appointed by the Board.

The Committee Members, including the Chairperson of the Committee, shall have a relevant background and experience in technology & innovation management preferably in the Medtech industry.

## III. DUTIES OF THE COMMITTEE

The Committee shall perform the duties set out below as well as any other duties that are required:

- Facilitate the Board’s review, discussion and understanding of the Company’s major technology and innovation strategies and plans as developed by the management;
- Define and evaluate existing and future trends and how they may affect the Company’s technology roadmap in close cooperation with the EMB;
- Assess together with the EMB specific technology and innovation matters that could have a significant impact on the Company’s operations and strategic direction.

## IV. ORGANIZATION OF THE COMMITTEE

### A. Meetings

The Committee is called by the Chairperson of the Committee either upon request of one of the Committee Members, of the EMB or upon request of the Chairperson of the Board.

The meeting schedule of the Committee is aligned with the overall regular management cycle of the Company.

The Chairperson of the Committee, the CEO, the Head of RD&O and/or Head of Marketing & Education may have bilateral meetings on mutual request as appropriate. The Committee may appoint a Committee Member to have bilateral meetings with the CLO to discuss legal risks.

The resolutions and the most relevant deliberations shall be minuted. The Chairperson of the Committee appoints a secretary. The minutes will be approved by the Committee Members, signed by the Chairperson and the secretary and shall be distributed to all Board Members and to the CEO.



## **B. Participants**

In general, in addition to the Committee Members, the Head of RD&O and the Head of Marketing & Education as well as nominated other members of their staff shall attend the formal meetings of the Committee. The Chairperson of the Board and the CEO may at their discretion join such meetings.

## **B. Authority**

The Committee may request information from employees of the Company. Any request shall be channelled through the CEO and the Chairperson of the Committee shall be informed about the outcome.

The Committee may hire external advisors if deemed necessary. Thereby, the Chairperson of the Committee shall ensure the coordination and support by the Company's internal resources.



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