


STRAUMANN HOLDING AG

MEETING DATE	Tue, 07 Apr 2020 9:30 am	TYPE	AGM	ISSUE DATE	Mon, 30 Mar 2020
MEETING LOCATION	Congress Center BaselMontreal HallMesseplatz 21, Basel, Switzerland				
CURRENT INDICES	FTSE EuroFirst				
SECTOR	Medical Supplies				

PROPOSALS		ADVICE
<p>1.1 Approve Financial Statements Disclosure is adequate. The financial statements were made available sufficiently before the meeting and have been audited and certified.</p>		For
<p>1.2 Approve Remuneration Policy It is proposed to approve the remuneration policy. Variable remuneration appears to be consistently capped, although the pay-out may exceed 200% of the fixed remuneration for the highest paid director. There do not appear to be claw back clauses in place over the entirety of the variable remuneration, which makes it unlikely for payment to be recovered if incorrectly paid out. However, the Company has not disclosed quantified targets or performance criteria for its variable remuneration component, which may lead to overpayment against underperformance. Triodos opposes this resolution.</p>		Oppose
<p>2 Approve the Dividend It is proposed to distribute a dividend of CHF 91,226,521.50 from capital contribution reserves, resulting in a dividend of CHF 5.75 per share. As a result of the Swiss corporate tax reform of 2011, the Company may make distributions of dividends from reserves from capital contributions, instead of distributions of dividends from available earnings, without deduction of 35% Swiss withholding tax. Acceptable proposal.</p>		For
<p>3 Discharge the Board Standard proposal. No serious governance concerns have been identified.</p>		For
<p>4 Approve Fees Payable to the Board of Directors. The Board of Directors proposes a fixed compensation component in a maximum amount of CHF 2.7 million. This does not represent an increase since last year. Triodos supports this resolution.</p>		For
<p>5.1 Approve Fixed Remuneration of Executive Committee. The Company is seeking approval for the proposed retrospective remuneration to the Executive Committee. The proposal of CHF 9.2 million for all 14 members of the Executive Management (2019: 12 members) is within the cap approved at the previous AGM. S Triodos supports this resolution.</p>		For

- 5.2 Approve the Long-Term Variable Compensation of Executive Committee.** **Oppose**
- It is proposed to approve the long-term variable compensation for all members of the Executive Management collectively for the 2020 business year. The proposed amount will not be the actual amount to be paid, but only the cap for the variable remuneration component. The voting outcome of this resolution will be binding for the Company.
- It is proposed to fix the remuneration of members of the Executive Committee until next AGM at CHF 3.2 million (CHF 2.9 million were paid for the year under review). The Company submitted two separate proposals for Executives fixed and variable remuneration, which is welcomed. With this separation, if shareholders rejected the variable compensation at a future potential retrospective proposal, the Company may nevertheless pay fixed salaries. The Ordinance Against Excessive Payments provides that if compensation is not approved, it may not be paid.
- Variable remuneration appears to be consistently capped, and the payout is in line with best practice. However, the Company has not disclosed quantified targets for the performance criteria of its variable remuneration component, which as a consequence may lead to overpayment against underperformance. In addition, there are no claw back clauses in place over the entirety of the variable remuneration component which makes it unlikely that shareholders will be able to reclaim any variable remuneration unfairly paid out.
- Triodos opposes this resolution.
- 5.3 Approve Short-Term Variable Remuneration of Executive Committee.** **Oppose**
- It is proposed to approve the short-term variable compensation of members of the Executive Management of the Company, which means that the proposed amount will not be the actual amount to be paid, but only the cap for the variable remuneration component. The voting outcome of this resolution will be binding for the Company.
- It is proposed to fix the remuneration of members of the Executive Committee until next AGM at CHF 6.1 million (CHF 5.5 million were paid for the year under review). The Company submitted two separate proposals for Executives fixed and variable remuneration, which is welcomed. With this separation, if shareholders rejected the variable compensation at a future potential retrospective proposal, the Company may nevertheless pay fixed salaries. The Ordinance Against Excessive Payments provides that if compensation is not approved, it may not be paid.
- Variable remuneration appears to be consistently capped, and the payout is in line with best practice. However, the Company has not disclosed quantified targets for the performance criteria of its variable remuneration component, which as a consequence may lead to overpayment against underperformance. In addition, there are no claw back clauses in place over the entirety of the variable remuneration component which makes it unlikely that shareholders will be able to reclaim any variable remuneration unfairly paid out.
- Triodos opposes this resolution.
- 6.1 Elect Gilbert Achermann** **For**
- Non-Executive Chair. Not considered independent owing to a tenure of over twelve years. There is sufficient independent representation on the Board.
- 6.2 Elect Monique Bourquin** **For**
- Independent Non-Executive Director.
- 6.3 Elect Sebastian Burckhardt** **For**
- Non-Executive Director. Not considered independent owing to a tenure of over twelve years. There is sufficient independent representation on the Board.
- Triodos supports this resolution.
- 6.4 Elect Juan José Gonzalez** **For**
- Independent Non-Executive Director.
- 6.5 Elect Beat Lüthi** **For**
- Independent Non-Executive Director.

6.6 Elect Thomas Straumann	Non-Executive Director. Not considered independent as Dr. Straumann owns a significant percentage of the Company's issued share capital. Furthermore the director is not considered independent owing to a tenure of over twelve years. There is sufficient independent representation on the Board.	For
6.7 Elect Regula Wallimann	Independent Non-Executive Director.	For
6.8 Elect Marco Gadola	Non-Executive Director. Not considered independent as the director was previously employed by the Company, Straumann Group, as CEO (until 31 Dec. 2019). There is sufficient independent representation on the Board. Triodos supports this resolution.	For
7.1 Elect Remuneration Committee Member: Monique Bourquin	Independent Non-Executive Director, candidate to the Remuneration Committee on this resolution. Support is recommended.	For
7.2 Elect Remuneration Committee Member: Beat Lüthi	Non-Executive Director, candidate to the Remuneration Committee on this resolution. Director is not considered independent owing to a tenure of over nine years. It is considered that the Remuneration Committee should consist exclusively of independent members. Opposition is recommended.	Oppose
7.3 Elect Remuneration Committee Member: Regula Wallimann	Independent Non-Executive Director, candidate to the Remuneration Committee on this resolution. Support is recommended.	For
8 Appoint Independent Proxy	Neovius AG, proposed as the independent proxy to act on behalf of shareholder voting, for one-year term. The named proxy has no other commercial relationship with the company. A vote in favour is recommended.	For
9 Appoint the Auditors	EY proposed. Non-audit fees represented 57.38% of audit fees during the year under review and 43.23% on a three-year aggregate basis. This level of non-audit fees raises major concerns about the independence of the statutory auditor.	Oppose

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