



## **Amendment to the invitation to the Annual General Meeting of Shareholders of COLTENE Holding Ltd.**

**Thursday, April 28, 2011, 4 p.m. (doors open at 3.30 p.m.)  
COLTENE Holding Ltd., Feldwiesenstrasse 20, 9450 Altstätten**

COLTENE's Board of Directors has decided to modify its proposal to item 2 (Allocation of Net Income) as follows:

### **Previous proposal to Agenda Item 2**

2. The Board of Directors proposes that Net Income be allocated as follows:

Net Income carried forward from previous year	CHF	15,225,533
Profit for the year 2010	CHF	15,232,570
Total amount available for dividend distribution	CHF	30,458,103
Distribution of a dividend of CHF 1.75 per share on the share capital of CHF 421,900, totalling	CHF	-7,383,250
Balance to be carried forward	CHF	23,074,853

### **Proposed amendment to Agenda Item 2**

#### **Proposal 1 ad Agenda Item 2:**

The Board of Directors proposes that Net Income be allocated as follows:

Net Income carried forward from the previous year	CHF	15,225,533
Profit for the year 2010	CHF	15,232,570
Total amount at the disposal of the AGM	CHF	30,458,103
Distribution of a dividend	CHF	0
Balance to be carried forward	CHF	30,458,103

**Proposal 2 ad Agenda Item 2:**

The Board of Directors proposes to set apart and present separately the "reserves from previous capital contributions" in the amount of CHF 20,677,483 through a transfer from the balance sheet item "General legal reserves" in the amount of CHF 17,930,377 and from the balance sheet item "Reserves/ Balance to be carried forward" in the amount of CHF 2,747,106 to a new balance sheet item "reserves from previous capital contributions" (as part of the legal reserves).

**Proposal 3 ad Agenda Item 2:**

The Board of Directors proposes that the following distribution out of the "reserves from previous capital contributions" be made:

Dissolution of "Reserves from previous capital contributions"	CHF	7,383,250
Distribution out of "Reserves from previous capital contributions" of CHF 1.75 per share, totalling	CHF	7,383,250
"Reserves from previous capital contributions" available after the distribution"	CHF	13,294,233

This proposal 3 ad Agenda Item 2 is subject to the condition that the Annual General Meeting of Shareholders approves the proposals 1 and 2 of the Board of Directors ad Agenda Item 2.

Altstätten, April 20, 2011  
COLTENE Holding Ltd.  
The Board of Directors