

COLTENE Holding AG
 Feldwiesenstrasse 20, CH-9450 Altstätten
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 info@coltene.com, www.coltene.com

Invitation to the Annual General Meeting of Shareholders of COLTENE Holding Ltd.

**Friday, April 20, 2012, 4 p.m. (doors open at 3.30 p.m.)
 COLTENE Holding Ltd., Feldwiesenstrasse 20, 9450 Altstätten**

Agenda

1. Annual Report, Annual Financial Statements and Consolidated Financial Statements 2011
2. Appropriation of Disposable Profit and Distribution of Reserves from Capital Contributions
 - 2.1 Appropriation of Disposable Profit
 - 2.2 Distribution out of Reserves from Capital Contributions
3. Discharge of the Members of the Board of Directors and the Executive Management
4. Elections
 - 4.1 Board of Directors
 - 4.2 Auditors

Proposals

The Board of Directors has formulated the following proposals to the items on the agenda:

1. The Board of Directors proposes that the Annual Report, Annual Financial Statements and Consolidated Financial Statements 2011 be approved.
- 2.1 The Board of Directors proposes that the disposable profit be appropriated as follows:

Net income carried forward from the previous year	CHF	27,710,997
Profit for the year 2011	CHF	2,941,215
Transfer to reserves for treasury stocks	CHF	-229,947
Total amount available for dividend distribution	CHF	30,422,265
Dividend distribution	CHF	0
Balance to be carried forward	CHF	30,422,265

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- 2.2 The Board of Directors proposes that reserves from capital contributions be distributed as follows:

Available reserves from previous capital contributions	CHF	13,416,733
Distribution of CHF 1.10 per share, totalling	CHF	-4,640,900
Balance to be carried forward	CHF	8,775,833

3. The Board of Directors proposes the discharge of the members of the Board of Directors and the Executive Management for their activity during the fiscal year 2011.

- 4.1 The Board of Directors proposes that the following individuals be re-elected as members of the Board of Directors, each for a term of office of one year (one-on-one election procedure):

- Mr. Niklaus Huber with domicile in Balgach
- Mr. Robert Heberlein with domicile in Zumikon
- Mr. Erwin Locher with domicile in Bellach
- Mr. Matthew Robin with domicile in Stäfa
- Mr. Jerry Sullivan with domicile in Prescott (USA)

- 4.2 The Board of Directors proposes that Ernst & Young Ltd., St. Gallen, be elected as Auditors for a term of one year.

Representation / Proxy

According to Paragraph 10 of the Articles of Incorporation, a shareholder can personally attend the Annual General Meeting and vote his or her shares or be represented by a third party by written proxy.

In addition, shareholders may be represented as follows:

- by COLTENE Holding Ltd., corporate proxy.
- by the independent proxy holder, Dr Jürg Luginbühl, Attorney at Law, Schützengasse 1, P.O. Box 1230, 8021 Zurich, as independent proxy holder as set forth in Art. 689c CO, with the right of substitution in the case of compulsory reasons.
- by a bank or any other professional asset/wealth manager as portfolio representatives as set forth in Art. 689d CO (portfolio representatives are kindly asked to identify themselves at the reception desk for the Annual General Meeting.)

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Documents

The printed Annual Report 2011 consisting of the Annual Report, the Annual Financial Statements and the Consolidated Financial Statements as well as the reports of the Auditors, will be available for inspection as of March 15, 2012 at the registered office of the Company. Registered shareholders receive the invitation to the Annual General Meeting, the registration and power of attorney form as well as the FY 2011 media release. Additionally, they may order the Annual Report 2011 (available only in English) and/or the Reporting Section of the Annual Report 2011 in German by ticking the appropriate boxes on the registration and power of attorney form.

Share register

Those shareholders who are registered in the share register on April 12, 2012, shall be entitled to vote. No registrations in the share register will be made from April 13, 2012 to April 20, 2012. Shareholders selling their shares prior to the shareholders' meeting shall no longer be entitled to vote in respect of these shares. If a part of the shares has been sold, the admission card issued to the shareholder is to be exchanged at the information desk on the day of the shareholders' meeting.

We look forward to welcoming our shareholders to cocktails following the Annual General Meeting of Shareholders.

Altstätten, March 14, 2012
COLTENE Holding Ltd.
The Board of Directors