

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

**Wednesday, March 28, 2018, 4 p.m. (doors open at 3.30 p.m.)
Hotel-Restaurant Sonne, Sonnensaal, Kugelgasse 2, 9450 Altstaetten**

Agenda and proposals of the Board of Directors

1. Approval of 2017 Management Report, the Annual Financial Statements of COLTENE Holding Ltd. and the Consolidated Financial Statements

After reviewing the reports of the auditors, the Board of Directors recommends approval.

2. Appropriation of disposable profit 2017

	<u>31.12.2017</u>
Net income carried forward from the previous year	CHF 26 396 453
Profit for the year 2017	CHF 7 128 986
Transfer from reserves for treasury shares	CHF 258 945
Total amount available for dividend distribution	CHF 33 784 384
Dividend distribution	CHF – 12 657 000
Balance to be carried forward	CHF 21 127 384

The Board of Directors recommends that a dividend of CHF 3.00 per share, total CHF 12 657 000, be paid from disposable profit and that the balance of CHF 21 127 384 be carried forward to the next accounting period.

3. Granting of discharge from liability of members of the Board of Directors and the Group Management

The Board of Directors proposes that discharge be granted to the members of the Board of Directors and the Group Management for the 2017 fiscal year.

4. Elections to the Board of Directors, the Chair of the Board and the Compensation Committee

4.1 The Board of Directors proposes that the following persons be re-elected to the Board of Directors for a one-year term of office ending at the close of the next Annual General Meeting:

- Nick Huber
- Erwin Locher
- Jürgen Rauch
- Matthew Robin
- Astrid Waser
- Roland Weiger

4.2 The Board of Directors proposes that Mr. Nick Huber be re-elected Chairman of the Board of Directors for a one-year term of office ending at the close of the next Annual General Meeting.

4.3 The Board of Directors proposes that the following persons be re-elected to the Compensation Committee for a one-year term of office ending at the close of the next Annual General Meeting:

- Nick Huber
- Matthew Robin
- Roland Weiger

5. Re-election of independent proxy holder

The Board of Directors recommends the re-election of Dr. iur. Michael Schöbi, Attorney at Law, Erlenweg 15, 9450 Altstaetten, as Independent Proxy Holder for a period of one year ending at the close of the next Annual General Meeting.

6. Re-election of auditors

The Board of Directors recommends that Ernst & Young AG, St. Gallen, be re-elected as auditors for a period of one year ending at the close of the next Annual General Meeting.

7. Compensation of members of the Board of Directors and the Group Management

7.1 The Board of Directors proposes that the General Meeting approve the Compensation Report 2017 in an advisory vote.

Explanation for agenda item 7.1

The General Meeting of Shareholders in 2016 approved CHF 560 000 as total compensation to the Board of Directors for 2017. In 2017 COLTENE Holding AG paid in total CHF 536 200 to Board of Directors.

The General Meeting of Shareholders in 2016 approved CHF 2 900 000 as total compensation to the Group Management for 2017, thereof CHF 850 000 for the variable compensation. The total compensation for the Group Management team consisting of five members for 2017 amounted to CHF 2 619 645. The variable compensation in 2017 in total was CHF 784 917.

Further information in regard of the remuneration of the Board of Directors and the Group Management is available in the section Compensation Report of the annual report. The annual report 2017 is available on our website www.coltene.com.

7.2 The Board of Directors proposes that shareholders approve the total maximum amount of CHF 560 000 in fixed compensation for the members of the Board of Directors for the financial year 2019.

Explanation for agenda item 7.2

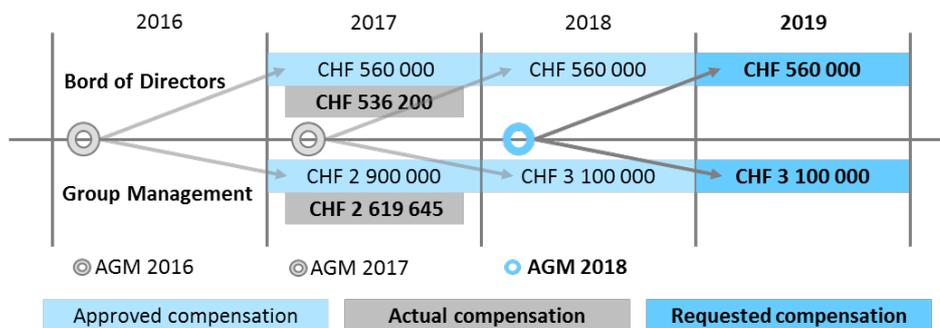
The fixed remuneration to the Board of Directors is partly paid in cash and partly in Company shares. The Chairman of the Board of Directors receives CHF 20 000 and the other members of the Board of Directors CHF 10 000 of the fixed compensation in Company shares, subject to a mandatory holding period of at least three years.

7.3 The Board of Directors proposes that shareholders approve the total maximum amount of CHF 3 100 000 as total compensation for the members of the Group Management for the financial year 2019. Thereof CHF 2 100 000 will be paid as maximum fixed compensation and CHF 1 000 000 as maximum variable compensation to the Group Management.

Explanation for agenda item 7.3

The fixed compensation will be paid out in cash and includes among others base salary, contributions to statutory social security schemes (AHV, IV, ALV, NBU, KTG, pension plan contributions) and company vehicle expenses. The variable compensation paid will depend on the attainment of the targets that have been set for the members of the Group Management. 20% of the variable compensation will be paid in Company shares, subject to a mandatory holding period of three years.

Approval of the compensation to the Board of Directors and the Group Management



Administrative information

Documents

The printed Annual Report 2017 consisting of the Management Report, the Annual Financial Statements, the Consolidated Financial Statements, and the Compensation Report as well as the Reports of the Auditors, will be available for inspection as of Thursday, March 6, 2018 at the registered office of the Company. Registered shareholders will receive the invitation to the Annual General Meeting, the registration and the power of attorney to third parties form and the power of attorney to the independent proxy form as well as the FY 2017 media release by mail. They may order a printed copy of the Annual Report 2017 by marking the appropriate boxes on the registration or proxy form. The printed Annual Report 2017 is available only in English. A German translation of the reporting section and the entire report in English can be downloaded from the website www.coltene.com.

Representation / Proxy

According to Paragraph 10 of the Articles of Incorporation, a shareholder can attend the Annual General Meeting in person and vote his or her shares or be represented by a third party by written proxy (fill in the form registration/power of attorney to third parties).

In addition, shareholders may be represented by Dr. iur. Michael Schöbi, Attorney at Law, Erlenweg 15, 9450 Altstaetten, as the independent proxy holder as set forth in Art. 689c CO (fill in the form power of attorney to the independent proxy).

Use of the online platform of ShareCommService AG

COLTENE Holding AG offers its shareholders the opportunity to register on ShareCommService AG's online platform (Indirect Voting Systems – IDVS) and to order their entrance card electronically or to grant the independent proxy a power of attorney and issue instructions for the exercise of voting rights until the close of the online voting period on March 26, 2018 at 4 p.m.

Shareholders who wish to receive invitations to the Annual General Meeting only by email in future can download a corresponding form from the platform that they must then sign and return to the Company. Shareholders who are not yet registered on the platform can open a personal IDVS account using the personal access data included with the enclosed forms. Shareholders who already have an IDVS account can login with their personal access data (user name and password) and use the codes on the enclosed forms to add the COLTENE Holding AG General Meeting 2018 to their account. Should you have any questions, please contact the support center on the homepage of the platform.

Share register

Shareholders who are registered in the share register on March 21, 2018, shall be entitled to vote. No entries will be made in the share register from March 22, 2018 to March 28, 2018. If any of the shares printed on the admission ticket are removed from the share register prior to the General Meeting, the registered shareholder will no longer be entitled to exercise the voting rights of said shares. The admission ticket and the voting material must therefore be presented for correction at the desk of the share transfer office before the General Meeting begins.

We invite all shareholders attending the Annual General Meeting to join us for refreshments afterwards.

Altstaetten, March 5, 2018

On behalf of the Board of Directors of COLTENE Holding AG

The Chairman

Nick Huber