

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

**Wednesday, April 30, 2019, 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 2018 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 2018 and distribution of capital contribution reserves

2.1 Appropriation of disposable profit 2018

The Board of Directors proposes that the balance of the disposable profit be carried forward to the next accounting period as follows:

	<u>31.12.2018</u>
Net income carried forward from the previous year	CHF 21 130 591
Profit for the year 2018	CHF 8 906 117
Transfer from reserves for treasury shares	CHF -303 324
Total amount available for dividend distribution	CHF 29 733 384
Balance to be carried forward	CHF 29 733 384

2.2 Distribution of capital contribution reserves

The Board of Directors proposes that a distribution of CHF 3.00 per share be paid from capital contribution reserves excluding treasury shares as follows:

	<u>31.12.2018</u>
Capital contribution reserves available for distribution	CHF 169 783 747
Distribution of CHF 3.00 per share, in total¹	CHF 17 926 741
Capital contribution reserves after distribution ²	CHF 151 857 006

¹ Amount will be reduced according to the number of treasury shares.

² Amount will be increased according to the number of treasury shares.

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 2018 fiscal year.

4. Re-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 and to the Chair of the Board for a one-year term of office ending at the close of the next Annual General Meeting:

- Nick Huber (re-election to the Board of Directors and to the Chair of the Board in the same vote)
- Erwin Locher
- Jürgen Rauch
- Matthew Robin
- Astrid Waser
- Roland Weiger
- Allison Zwingenberger

4.2 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 2018 in an advisory vote.

Explanation

The General Meeting of Shareholders in 2017 approved CHF 560 000 as total compensation to the Board of Directors for 2018. In 2018 COLTENE Holding AG paid in total CHF 542 761 to Board of Directors.

The General Meeting of Shareholders in 2017 approved CHF 3 100 000 as total compensation to the Group Management for 2018, thereof CHF 1 000 000 for the variable compensation. The total compensation for the Group Management team consisting of six members for 2018 amounted to CHF 2 761 511. The variable compensation in 2018 in total was CHF 866 079.

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 2018 is available on our website www.coltene.com.

7.2 The Board of Directors proposes that shareholders approve the total maximum amount of CHF 620 000 in fixed compensation for the members of the Board of Directors for the financial year 2020.

Explanation

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 3 900 000 as total compensation for the members of the Group Management for the financial year 2020. Thereof CHF 2 500 000 will be paid as maximum fixed compensation and CHF 1 400 000 as maximum variable compensation to the Group Management.

Explanation

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.

Administrative information

Documents

The printed Annual Report 2018 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, April 4, 2019 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 2018 shareholder information by mail. They may order a printed copy of the Annual Report 2018 by marking the appropriate boxes on the registration or proxy form. The printed Annual Report 2018 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 April 26, 2019 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 2019 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 April 23, 2019, shall be entitled to vote. No entries will be made in the share register from April 24, 2019 to April 30, 2019. 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, April 3, 2019

On behalf of the Board of Directors of COLTENE Holding AG

The Chairman

Nick Huber