COLTENE Holding AG
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Date:
Altstätten, February 28, 2014

Invitation to the Annual General Meeting of Shareholders of COLTENE Holding AG

Tuesday, April 15, 2014, 4 p.m. (doors open at 3.30 p.m.)
Hotel-Restaurant Sonne, Sonnensaal, Kugelgasse 2, 9450 Altstätten

Agenda and proposals of the Board of Directors

1. Approval of 2013 Annual Report, the Annual Financial Statements of COLTENE Holding AG and the Consolidated Financial Statements

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

2. Appropriation of disposable profit 2013

		31.12.2013
Net income carried forward from the previous year	CHF	35 924 754
Profit for the year 2013	CHF	9 189 752
Transfer from reserves for treasury shares	CHF	229 926
Total amount available for dividend distribution	CHF	45 344 432
Dividend distribution	CHF	-8 100 480
Balance to be carried forward	CHF	37 243 952

The Board of Directors recommends that a dividend of CHF 1.92 per share, total CHF 8 100 480, be paid from disposable profit and that the balance of CHF 37 243 952 be carried forward to the next accounting period.

3. Distribution out of capital contribution reserves

The Board of Directors proposes that a dividend of CHF 0.28 per share, total CHF 1 181 320, be paid from capital contribution reserves and that the remaining balance of CHF 11 634 be carried forward to the next accounting period as retained earnings**.**

4. Granting of discharge from liability of members of the Board of Directors and the Executive Management

The Board of Directors proposes that discharge be granted to the members of the Board of Directors and the Executive Management for the 2013 fiscal year.

5. Elections to the Board of Directors and the Compensation Committee

5.1 The Board of Directors recommends the following directors be re-elected to the Board of Directors for a term of one year until the end of the next ordinary General Meeting:

- Mr Niklaus Huber, resident of Balgach
- Mr Robert Heberlein, resident of Zumikon
- Mr Erwin Locher, resident of Bellach
- Mr Matthew Robin, resident of Murten
- Mr Roland Weiger, resident of Arlesheim

5.2 The Board of Directors recommends the election of Mr Niklaus Huber, resident of Balgach, as Chairman of the Board of Directors for a term of one year until the end of the next ordinary General Meeting.

5.3 The Board of Directors recommends the election of the following directors to the Compensation Committee for a term of one year until the end of the next ordinary General Meeting:

- Mr Niklaus Huber, resident of Balgach
- Mr Robert Heberlein, resident of Zumikon
- Mr Erwin Locher, resident of Bellach
- Mr Matthew Robin, resident of Murten
- Mr Roland Weiger, resident of Arlesheim

6. Election of independent proxy holder

The Board of Directors recommends the election of Dr. iur. Adrian Weder, Attorney at Law and Notary Public, Grenzstrasse 24, 9430 St. Margrethen, as Independent Proxy Holder for a period of one year until the end of the next ordinary General Meeting.

7. 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 until the end of the next ordinary General Meeting.

8. Amendment of the Articles of Incorporation

The entry into force of the Ordinance Against Excessive Compensation at Public Corporations (so-called VegüV) on January 1, 2014 necessitates various revisions to the Articles of Incorporation of COLTENE Holding AG. The main revisions concern election procedures, limitations on the number of permitted functions members of the Board of Directors and Executive Management can hold, and the aggregate amount of compensation for members of the Board of Directors and the Executive Management.

Revisions concerning election procedures:

- The General Meeting elects the Chairman of the Board of Directors to a one-year term
- The General Meeting elects each member of the Board of Directors individually and to a one-year term
- The General Meeting elects the members of the Compensation Committee to a one-year term
- The General Meeting elects the Independent Proxy Holder to a one-year term

Revisions concerning limitations on the number of functions held by members of the Board of Directors:

- They can serve on the Board of Directors of no more than 5 other listed companies
- They can hold no more than 20 other board memberships at unlisted companies
- Functions at a corporate group count as one function
- Functions at COLTENE Group count as one function

Revisions concerning limitations on the number of functions held by members of the Executive Management:

- With the consent of the Board of Directors they can serve on the Board of Directors of no more than 2 listed companies
- With the consent of the Board of Directors they can hold no more than 7 board memberships at unlisted companies
- Functions at a corporate group count as one function
- Functions within COLTENE Group count as one function

Revisions concerning compensation, employment contract periods and termination notice periods:

- The preparation of the compensation report is a non-transferrable duty of the Board of Directors
- Determination of the duties and powers of the Compensation Committee
- Determination of the principles governing compensation of the Board of Directors and the Executive Management
- Determination of the criteria for performance-linked compensation and for stock ownership plans
- Prospective approval of the compensation of the members of the Board of Directors and the Executive Management by the General Meeting
- Loans granted to a member of the Board of Directors or the Executive Management may not exceed CHF 500 000 per person
- Employment contracts and contracts of mandate with members of the Board of Directors and the Executive Management may not be concluded for a fixed term or with a termination notice period of more than 12 months

Within the scope of this revision additional changes will be made that concern the new accounting legislation and that improve the consistency, language and clarity of the Articles of Incorporation. Due to the number and diversity the Board of Directors is treating the various partial revisions of the Articles of Incorporation as one agenda item.

The revised Articles of Incorporation that will be put to the vote at the General Meeting as well as a synoptic comparison of the new and former Articles of Incorporation can be downloaded from the homepage of COLTENE Group at www.coltene.com. Additionally, you may order the revised Articles of Incorporation by mail by marking the corresponding box on the enclosed registration form.

The Board of Directors recommends that the General Meeting approve the amendment of the Articles of Incorporation of COLTENE Holding AG in one resolution. These may only enter into force with their registration in the official Register of Commerce.

Administrative information

Documents
The printed Annual Report 2013 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 February 28, 2014 at the registered office of the Company. Registered shareholders will be sent the invitation to the Annual General Meeting, the registration and proxy form as well as the FY 2013 media release. They may order a printed copy of the Annual Report 2013 by marking the appropriate boxes on the registration and proxy form. The printed Annual Report 2013 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.
In addition, shareholders may be represented by Dr. iur. Adrian Weder, Attorney at Law and Notary Public, Grenzstrasse 24, 9430 St. Margrethen, as the independent proxy holder as set forth in Art. 689c CO, with the right of substitution to a third person should compelling circumstances so require.

Share register
Shareholders who are registered in the share register on April 8, 2014, shall be entitled to vote. No entries will be made in the share register from April 9, 2014 to April 15, 2014. If any of the total number of shares printed on the admission ticket are removed from the share register prior to the Annual 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 Annual General Meeting begins.

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

Altstätten, February 28, 2014

On behalf of the Board of Directors of COLTENE Holding AG
The Chairman
Niklaus Huber