

**Invitation to the Annual General Meeting of Shareholders**

Thursday April 21, 2005 at 4 pm  
Congress Center of the Basle Fair, Messeplatz 21, 4021 Basel  
Doors open at 3.15 pm

Oberdorf, March 29, 2005

Dear Shareholders

We invite you to the Annual General Meeting of Shareholders of Synthes Inc., which will take place on Thursday, April 21, 2005 at 4 pm in the "San Francisco" room of the Convention Center Basel.

**Agenda and proposals of the Board of Directors****1. Report on the business year 2004****2. Approval of the report on the financial year, the annual accounts and the consolidated accounts for 2004**

The Board of Directors proposes that the report on the financial year, the annual accounts and the consolidated accounts for 2004 be approved.

**3. Report on dividend approved by the Board of Directors**

The Board of Directors has approved a dividend of CHF 0.70 per share subject to applicable withholding tax to be paid free of charges starting April 25, 2005.

The Board has determined on the basis of the financial statements of the Corporation presented to this meeting and the report of the Chief Financial Officer that there exists surplus of the Corporation sufficient to pay the dividend declared in accordance with applicable laws and regulations.

In accordance with applicable Delaware law, the dividend can be declared by the Board of Directors and does not need shareholder approval.

**4. Elections to the Board of Directors**

The Board of Directors proposes that Robert Bland, Dr. Roland Brönnimann and Dr. Allen Misher be re-elected to the Board of Directors as Class III Directors for a term of three years.

**5. Ratification of selection of Holding Company and Group Auditors for 2005**

The Board of Directors proposes that the stockholders ratify the Board's selection of Ernst & Young LLP, Philadelphia, PA as auditors of Synthes, Inc. and as Group Auditors for 2005.

**6. Amendment to the Certificate of Incorporation: Restrictions on Stock Issuance**

The Board of Directors proposes that the stockholders amend the Certificate of Incorporation of the Company, as heretofore amended, to eliminate article FOURTH (b)(i) thereof which prohibits further issuances of shares of Common Stock except upon adoption by the holders of Common Stock of a resolution either (i) approving a specific issuance, or (ii) authorizing the Board of Directors, for a period not in excess of two years, to issue up to a specified number of additional shares to such persons, in such manner, for such purpose and for such consideration as the Board of Directors determines, in either case for a purpose reasonably related to the business of the Company.

Swiss companies may only issue shares following shareholder approval. However, under the laws of Delaware, where the Company is incorporated, the board of directors of a corporation is authorized to issue additional shares of stock of the corporation, up to the number authorized in its certificate of incorporation, without prior stockholder approval, unless the certificate of incorporation otherwise provides. The Board of Directors may thereby determine the time, manner, purpose and consideration of the newly issued shares, as well as the persons to which new shares are issued.

The Board of Directors deems the proposed amendment desirable in order to provide the Company and the Board of Directors greater flexibility in structuring capital increases, acquiring businesses, parts of businesses or assets, and for other business purposes. As a result of this amendment, shares may be issued without shareholder approval. Shareholders will still, however, have a preemptive right on newly issued shares, subject to the limitations set out in article FOURTH(b)(ii) of the Synthes certificate of incorporation.

The vote of the holders of (i) a majority of the outstanding shares of Common Stock of the Company, and (ii) at least 80% of the shares of Common Stock of the Company present in person or represented by proxy at the meeting and entitled to vote thereon is required for adoption of the proposed amendment.

## **7. Miscellaneous**

### **Attendance procedures**

#### **Documents**

The 2004 annual report which includes the report of the group auditors is available for inspection by shareholders at the company headquarters. The 2004 annual report will be sent by separate mail to shareholders who have registered for mailings with the company, in good time for the General Meeting.

#### **Record date for voting**

Shareholders entered in the stock ledger on March 22, 2005 are entitled to vote. Starting April 7, 2005, a complete list of stockholders of record will be available for inspection by shareholders at the offices of Fischer & Megert, attorneys-at-law, Socinstrasse 14, 4002 Basel.

#### **Voting right restrictions**

Please note that any person owning 5% or more of the outstanding shares of common stock at the record date must disclose his full ownership at least 15 days prior the General Meeting in order to vote all such shares. Please refer to the Corporate Governance section of the annual report for more details on this provision.

#### **Admission cards**

Admission cards can be ordered at the latest by 4 pm on Friday, April 15, 2005 from the transfer agent or from Synthes, Inc., Glutz-Blotzheim-Strasse 3, 4500 Solothurn, Switzerland, by means of the attached reply coupon.

Admission cards with the corresponding voting material will be dispatched from Monday, April 4, 2005 onwards.

**Representation/Granting proxy**

Shareholders who are not taking part in the General Meeting can arrange representation as follows:

through the independent proxy Mr. Oscar Battegay, lawyer and notary public, Dufourstrasse 11, 4010 Basel, P.O. Box 336, to whom you may directly send your proxy authorization and instructions. The attached reply coupon will suffice for granting proxy (the admission card need not be requested). In the absence of written instructions, the independent proxy will vote in line with the proposals of the Board of Directors;

through Synthes, Inc.: please send the general proxy on the reply coupon to us. The proxy will be exercised in line with the proposals of the Board of Directors. Proxies with differing instructions will be forwarded to the independent proxy;

through your custodian bank: we request that you contact them directly.

Representatives of custodian banks are requested to notify the company as soon as possible, at the latest at the admission office on the day of the General Meeting, of the number of the shares they are representing.

We request that you direct any other correspondence with regard to the General Meeting to: Synthes, Inc., Investor Relations, Glutz-Blotzheim-Strasse 3, 4500 Solothurn, Switzerland.

Subsequent to the meeting you are cordially invited to join us for an apéritif.

Yours faithfully

On behalf of the Board of Directors of Synthes, Inc.

A handwritten signature in black ink, appearing to read 'Hansjörg Wyss', written in a cursive style.

Hansjörg Wyss  
Chairman and Chief Executive Officer