

SIRONA DENTAL SYSTEMS, INC.

Form DEF 14A

January 27, 2014

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

- Preliminary Proxy Statement

- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

- Definitive Proxy Statement

- Definitive Additional Materials

- Soliciting Material Pursuant to §240.14a-12

SIRONA DENTAL SYSTEMS, INC.

(Name of Registrant as Specified in its Charter)

Not Applicable

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.

- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1)

- Title of each class of securities to which transaction applies:

2)

- Aggregate number of securities to which transaction applies:

3)

- Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4)

- Proposed maximum aggregate value of transaction:

5)

- Total fee paid:

- Fee paid previously with preliminary materials.

- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1)

- Amount Previously Paid:

2)

- Form, Schedule or Registration Statement No.:

3)

- Filing Party:

4)

- Date Filed:
-

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January 27, 2014

Dear Stockholders:

You are cordially invited to attend the 2013 Annual Meeting of Stockholders of Sirona Dental Systems, Inc. (the “Company”), to be held on Wednesday, February 19, 2014 beginning at 11:00 a.m. at the offices of Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654.

Information about the meeting and the various matters on which the stockholders will vote is included in the Notice of Meeting and Proxy Statement which follow. Also included is a proxy card and postage-paid return envelope. Please sign, date and mail the enclosed proxy card in the return envelope provided, or submit your proxy to vote your shares via the Internet or by telephone by following the instructions provided on the proxy card, as promptly as possible, whether or not you plan to attend the meeting. A copy of the Company’s 2013 Annual Report is also enclosed for your review.

I look forward to greeting you personally at the meeting.

Sincerely,

Jeffrey T. Slovin
President and Chief Executive Officer

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

February 19, 2014

TO THE STOCKHOLDERS OF SIRONA DENTAL SYSTEMS, INC.:

Notice is hereby given that the Annual Meeting of Stockholders of Sirona Dental Systems, Inc. (the “Company”) will be held on Wednesday, February 19, 2014 beginning at 11:00 a.m., at the offices of Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, for the following purposes:

1.
 - To elect four (4) directors to serve for three-year terms or until their respective successors are elected and qualified;
2.
 - To ratify the selection of KPMG AG, Wirtschaftsprüfungsgesellschaft, Frankfurt, Germany (“KPMG”) as the Company’s independent auditor for the fiscal year ending September 30, 2014;
3.
 - To conduct an advisory vote on compensation of the Company’s named executive officers as disclosed in this Proxy Statement under “Other Information for the Annual Meeting of Sirona Dental Systems, Inc.’s Stockholders — Compensation of Executive Officers”;
4.
 - To adopt amendments to the Company’s Amended and Restated Certificate of Incorporation to declassify the Board of Directors; and
5.
 - To transact such other business as may properly come before the meeting or any adjournments thereof.

The Board of Directors recommends a vote “FOR” for proposals (1), (2), (3) and (4) above. Only holders of record of Common Stock as of the close of business on December 23, 2013 are entitled to notice of and to vote at the meeting and any adjournments thereof.

If you attend the meeting in person, please proceed to the security desk at the front of the building and be prepared to show at least one form of photo identification.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be Held on February 19, 2014: The 2013 Proxy Statement and the Company’s 2013 Annual Report are available at www.sirona.com.

In accordance with Delaware law, a list of the holders of Common Stock entitled to vote at the 2013 Annual Meeting will be available for examination by any stockholder for any purpose germane to the Annual Meeting, during ordinary business hours, for at least 10 days prior to the Annual Meeting, at the offices of the Company, located at 30-30 47th Avenue, Suite 500, Long Island City, New York 11101, and will be available at the 2013 Annual Meeting during the whole time of the meeting and may be examined by any stockholder who is present.

You Are Cordially Invited To Attend The Meeting. Whether Or Not You Plan To Attend The Meeting, Please Complete, Date And Sign The Enclosed Proxy Card And Return It Promptly In The Enclosed Envelope, Which Needs No Postage If Mailed In The United States, Or Submit Your Proxy By Internet Or By Telephone By Following The Instructions Contained On The Enclosed Proxy Card. If You Later Desire To Revoke Your Proxy, You May Do So At Any Time Before It Is Exercised.

* * * *

By Order of the Board of Directors,

Jonathan Friedman
Secretary
Long Island City, New York
January 27, 2014

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Sirona Dental Systems, Inc.
30-30 47th Avenue
Suite 500
Long Island City, New York 11101
(718) 482-2011

PROXY STATEMENT
FOR
ANNUAL MEETING OF STOCKHOLDERS

To Be Held On February 19, 2014

We are sending you our proxy materials in connection with the solicitation of the enclosed proxy by the Board of Directors of Sirona Dental Systems, Inc. (the “Company”) for use at the 2013 Annual Meeting of Stockholders, and at any adjournments thereof.

Attending the Annual Meeting

The Annual Meeting will be held on February 19, 2014, at 11:00 a.m., at the offices of Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654 to consider the matters set forth in the Notice of Annual Meeting of Stockholders. This Proxy Statement and the form of proxy enclosed are being mailed to stockholders with the Company’s Annual Report to Stockholders commencing on or about January 27, 2014.

Stockholders Entitled to Vote

Only stockholders of record of the Common Stock, par value \$0.01 per share, of the Company (the “Common Stock”) at the close of business on December 23, 2013 will be entitled to vote at the Annual Meeting. As of that date, a total of 55,153,641 shares of Common Stock were outstanding, each such share being entitled to one vote. Shares of Common Stock owned by the Company are not entitled to vote at the Annual Meeting. There is no cumulative voting.

Quorum

The presence, at the commencement of the Annual Meeting, in person or by proxy of the holders of a majority of the issued and outstanding shares of Common Stock of the Company will constitute a quorum for the transaction of business at the Annual Meeting. If, however, a quorum is not present or represented at the Annual Meeting, the stockholders entitled to vote thereat, present in person or by proxy, may adjourn the Annual Meeting, without notice other than announcement at the Annual Meeting, until a quorum shall be present or represented.

Shares owned by the Company do not count for quorum purposes and are not entitled to vote at the Annual Meeting. In order to assure the presence of a quorum at the Annual Meeting, please submit a proxy to vote your shares in accordance with the instructions described above, even if you plan to attend the Annual Meeting. Abstentions and broker non-votes are counted as present for purposes of establishing a quorum. A “broker non-vote” occurs when a broker or other nominee holding shares for a beneficial owner does not vote on a particular proposal because the broker or nominee does not have discretionary voting power and has not received instructions from the beneficial owner.

Street Name Holders and Record Holders

If you own shares through a broker, the registered holder of those shares is the broker or its nominee. Such shares are often referred to as held in “street name,” and you, as the beneficial owner of those shares, do not appear in our stock register. For street name shares, there is a two-step process for distributing our

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proxy materials and tabulating votes. Brokers inform us how many of their clients own Common Stock in street name, and the broker forwards our proxy materials to those beneficial owners. If you receive our proxy materials, including a voting instruction card, from your broker, you should vote your shares by following the procedures specified on the voting instruction card. Shortly before the Annual Meeting, your broker will tabulate the votes it has received and submit a proxy card to us reflecting the aggregate votes of the street name holders. If you plan to attend the Annual Meeting and vote your street name shares in person, you should contact your broker to obtain a broker's proxy card and bring it to the Annual Meeting.

If you are the registered holder of shares, you are the record holder of those shares, and you should vote your shares as described below under "How Record Holders Vote."

How Record Holders Vote

If you are the registered holder of your shares, you can vote your shares in person at the Annual Meeting or you may submit a proxy to vote your shares. We recommend that you submit a proxy to vote your shares even if you plan to attend the Annual Meeting. You can always attend the Annual Meeting and revoke your proxy by voting in person. Attendance at the meeting, of itself, will not revoke a previously granted proxy.

There are three ways to vote by proxy:

-
- By telephone — You can submit a proxy to vote your shares by touch tone telephone by calling toll-free 1-877-456-7915 and following the instructions on our proxy card;
-
- By Internet — You can submit a proxy to vote your shares by Internet by going to the website <http://proxy.georgeson.com> and following the instructions on our proxy card; or
-
- By mail — You can submit a proxy to vote by mail by completing, signing, dating and mailing our enclosed proxy card.

By giving us your proxy, you are authorizing the individual named on our proxy card, the proxy, to vote your shares in the manner you indicate. You may submit a proxy to (i) vote for the election of all of our director nominees, (ii) withhold authority to vote for all of our director nominees, or (iii) vote for the election of one or more of our director nominees and withhold authority to vote for the other nominee(s), by so indicating on your proxy. You may submit a proxy to vote "FOR" or "AGAINST" or "ABSTAIN" from voting on the ratification of the appointment of KPMG as the Company's independent auditor for fiscal year ending September 30, 2014, the approval of the compensation of the Company's named executive officers as described in this Proxy Statement under "Other Information for the Annual Meeting of Sirona Dental Systems, Inc.'s Stockholders — Compensation of Executive Officers" and the adoption of amendments to the Company's Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") to declassify the Board of Directors of the Company.

If you submit a proxy without indicating your instructions, your shares will be voted as follows:

FOR:

-
- The election of our four (4) director nominees;
-
- The ratification of the appointment of KPMG as the Company's independent auditor;

-
- The approval of the compensation of the Company’s named executive officers as described in this Proxy Statement under “Other Information for the Annual Meeting of Sirona Dental Systems, Inc.’s Stockholders — Compensation of Executive Officers”; and
-
- The adoption of amendments to the Certificate of Incorporation to declassify the Board of Directors.

Revocation of Proxies

A stockholder may revoke a proxy at any time prior to its exercise (i) by giving to the Company’s Corporate Secretary a written notice of revocation of the proxy’s authority, (ii) by submitting a duly elected proxy bearing a later date or (iii) by attending the Annual Meeting and voting in person.

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The Vote Necessary for Action to be Taken

The nominees for director for three-year terms will be elected, provided that they receive the affirmative vote of a plurality of the shares of Common Stock present at the Annual Meeting, whether in person or by proxy. This means that, if a quorum is present, the four nominees receiving the greatest number of votes will be elected to serve as directors. As a result, withholding authority to vote for a nominee, or abstentions, and broker non-votes with respect to the election of directors will not affect the outcome of the election of directors.

The affirmative vote of holders of a majority of the shares of Common Stock present in person or represented by proxy at the Annual Meeting and entitled to vote on the proposal is required to approve the ratification of the selection of our independent auditors and to approve the advisory proposal on the compensation of the Company's named executive officers. An abstention with respect to either of these proposals will be treated as being present and entitled to vote on that proposal and, therefore, will have the effect of votes against the proposal. Brokers do not have discretionary authority to vote uninstructed shares on the advisory proposal on the compensation of the Company's named executive officers. Because that proposal must be approved by a majority of the shares of Common Stock present in person or by proxy at the Annual Meeting and entitled to vote on the matter, broker non-votes as to that proposal will have no effect on whether the proposal is approved.

The affirmative vote of the holders of at least 75% of the shares of Common Stock issued and outstanding and entitled to vote on the proposal to adopt the amendments to the Certificate of Incorporation to declassify the Company's Board of Directors is required to approve that proposal. Abstentions and broker non-votes with respect to the proposal to adopt the amendments to the Certificate of Incorporation to declassify the Company's Board of Directors will have the effect of votes against the proposal.

Other Matters

As of the date of this Proxy Statement, the Board of Directors of the Company does not know of any business that will be presented for consideration at the Annual Meeting other than the matters described in this Proxy Statement. If any other matters are properly brought before the Annual Meeting, the person named in the enclosed form of proxy will vote the proxies in accordance with such person's best judgment.

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PROPOSAL 1 — ELECTION OF DIRECTORS

The Board of Directors of the Company (the “Board”) is currently composed of seven members divided into three classes. The members of each class are elected to serve three-year terms with the term of office of each class ending in successive years. Mr. William K Hood, Mr. Thomas Jetter, Mr. Harry M. Jansen Kraemer, Jr. and Mr. Jeffrey T. Slovin are the directors in the class whose term expires at the Annual Meeting. The Board of Directors has approved the nomination of Mr. William K Hood, Mr. Thomas Jetter, Mr. Harry M. Jansen Kraemer, Jr. and Mr. Jeffrey T. Slovin for re-election, and each of these four nominees has indicated a willingness to serve. The members of the two other classes of directors will continue in office for their existing terms. Following the Annual Meeting, the Board will be composed of seven members divided into the three classes. As explained in further detail in Proposal 4, the Board of Directors is proposing to amend our Certificate of Incorporation to declassify the Board of Directors. If Proposal 4 is approved by the Company’s stockholders, at each annual meeting of stockholders commencing with the 2014 Annual Meeting, the class of directors whose terms expire at such meeting will be elected for one-year terms. At the 2017 Annual Meeting and at each annual meeting of stockholders thereafter, all directors shall be elected to hold office for a one-year term expiring at the next annual meeting of stockholders. A plurality of the shares of Common Stock present and voting at the Annual Meeting is necessary to elect the nominees for director. With regards to uncontested elections, our Board has adopted a policy that in the event a nominee receives a greater number of “WITHHELD” votes than votes “FOR” his or her election, such nominee shall tender his or her written resignation to the Board of Directors, and the Nominating and Corporate Governance Committee shall then make a recommendation to the Board of Directors as to whether to accept or reject the resignation. The Board of Directors will act on the Nominating and Corporate Governance Committee’s recommendation and publicly disclose its decision and the reasons for it within 90 days from the date that the election results are certified.

The person named as proxy in the enclosed form of proxy will vote the proxies received by them for the election of Mr. William K Hood, Mr. Thomas Jetter, Mr. Harry M. Jansen Kraemer, Jr. and Mr. Jeffrey T. Slovin unless otherwise directed. In the event that any of the nominees become unavailable for election at the Annual Meeting, the person named as proxy in the enclosed form of proxy may vote for a substitute nominee in their discretion as recommended by the Board.

Information concerning the nominees and incumbent directors whose terms will continue after the Annual Meeting is set forth below.

Age 67, has served as a Director since the exchange transaction (the “Exchange”) (1) and has served as Chairman of the Audit Committee and member of the Finance Committee of our Board of Directors.

Mr. Beecken currently serves as a Partner of Beecken Petty O’Keefe & Company, which is the General Partner of Beecken Petty O’Keefe Fund II, an investment limited partnership focused exclusively on private equity investments in healthcare. Prior to co-founding Beecken Petty O’Keefe in April 1996, Mr. Beecken was Senior Managing Director of ABN AMRO Incorporated, a broker dealer, from February 1993 to March 1996. From 1989 to February 1993, Mr. Beecken was a Senior Vice President-Managing Director of First National Bank of Chicago.

Mr. Beecken also serves on the Boards of Directors of Scrip Products Corporation, ISG, Inc., Dentistry for Children, Inc. and Paragon Medical, Inc. Mr. Beecken received a B.A. from the University of the South, an M.Sc. from the London School of Economics and an M.B.A. from the University of Chicago. Mr. Beecken has extensive experience investing in a range of businesses and the dental industry.

David K. Beecken
(Term expiring at 2014 Annual Meeting)

(1)

- On June 20, 2006, the Company completed the Exchange as a result of which the Company acquired all of the issued and outstanding share capital of Sirona Holding GmbH (“Sirona”) and a promissory note issued by Sirona to Sirona Holdings Luxco S.C.A. (“Luxco”) in the original principal amount of €150,992,464, in exchange for 36,972,480 shares of the Company’s Common Stock. In May 2011, Luxco sold all of its remaining shares of Sirona common stock pursuant to an underwritten follow-on public offering.

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William K. Hood
(Term expiring at 2013 Annual Meeting)

Age 90, has served as a Director since 2002. Prior to the Exchange, Mr. Hood served as Chairman of our Board of Directors between June 2004 and June 2006 and was Chairman of the Audit Committee of the Board of Directors from February 2002 until June 2006. Mr. Hood is currently a member of the Audit Committee of the Board of Directors. Mr. Hood has also served as a member of the Compensation Committee since May 2002. Mr. Hood served as a member of the Nominating Committee from August 2004 until June 30, 2010 when our Board of Directors replaced the Nominating Committee with the Nominating and Corporate Governance Committee. Mr. Hood has been retired since 1996. From 1989 to 1996, Mr. Hood served as a Consultant to Harlyn Products, Inc. and as a member of its Board of Directors. From 1983 to 1988, he was Senior Vice President of American Bakeries Company. From 1981 to 1983, Mr. Hood served as Dean of the Chapman University School of Business Management. From 1972 to 1980, he was President and Chief Executive Officer of Hunt Wesson Foods, Inc. Mr. Hood is a Trustee of Chapman University. Mr. Hood has extensive experience in finance, management, leadership and executive compensation.

Thomas Jetter
(Term expiring at 2013 Annual Meeting)

Age 56, has served as a Director since April 2010 and has served as the Company's Chairman of the Board since February 20, 2013. Mr. Jetter is currently a member of the Nominating and Corporate Governance Committee and a member of the Finance Committee of our Board of Directors. Mr. Jetter has assumed a senior leadership position for the Soros Economic Development Fund as of February 1, 2014. Mr. Jetter also served as a non-executive Director of Gourmondo GmbH, an internet company from May 2008 to September 2012. From April 1995 to March 2008, Mr. Jetter was a Partner at Permira GmbH, where he initiated and managed investments in a variety of industrial, medtech and chemical companies. At Permira, Mr. Jetter gained extensive international experience as lead for investments in the chemicals sector, and helped expand the firm's global reach to include areas such as the US and China. Prior to that time, Mr. Jetter was a Senior Engagement Manager with McKinsey in Germany and Brazil, where he led projects on cost optimization, organization and strategy. Between 1985 and 1988, Mr. Jetter was an Investment Banking Associate at JP Morgan in Frankfurt and New York. Mr. Jetter holds a PhD-degree in economics/banking and an MBA from the University Saarbrücken, Germany. Mr. Jetter has extensive experience in financial transactions and international business.

Arthur D. Kowaloff
(Term expiring at 2014 Annual Meeting)

Age 66, has served as a Director since 2004. Mr. Kowaloff has been a member of the Audit Committee of our Board of Directors since October 2004. Mr. Kowaloff has served as a member of the Compensation Committee of the Board of Directors since August 2011. Since the Exchange, he has served on the Nominating and Corporate Governance Committee and, until October 2011, on the Finance Committee of our Board of Directors. From October 2004 until the Exchange he served on the Compensation Committee of our Board of Directors, and was Chairman of the Special Litigation Committee from November 2004 until the Exchange. Mr. Kowaloff has been retired since

2003. From 1998 to 2003, Mr. Kowaloff served as a Managing Director of BNY Capital Markets, Inc. From 1991 to 1998, he was Chief Operating Officer and Senior Managing Director

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of Patricof & Company Capital Corporation. Prior to that, Mr. Kowaloff was an attorney at the New York City firm of Willkie Farr & Gallagher, where he served as Senior Partner and Executive Committee Member and specialized in corporate and securities law and mergers and acquisitions. Mr. Kowaloff is currently a Trustee of Carleton College, the President and a Director of the PBP Foundation of New York, and a Director and Chairman of the Audit and Compliance and Compensation Committees of the Greater Hudson Valley Health System. Mr. Kowaloff received a B.A. from Carleton College and holds a Juris Doctor degree from Yale Law School. Mr. Kowaloff has extensive experience in capital markets, finance and corporate governance.

Age 59, has served as a Director since the Exchange and is the Chairman of the Nominating and Corporate Governance Committee and member of the Compensation Committee of our Board of Directors. Mr. Kraemer currently serves as an Executive Partner of Madison Dearborn Partners, LLC, a private equity investment firm based in Chicago that invests in management buyout and other private equity transactions across a broad spectrum of industries and serves as Clinical Professor of Management & Strategy at Northwestern University's Kellogg School of Management. Mr. Kraemer was the Chairman, President and Chief Executive Officer of Baxter International Inc. until April 2004. Mr. Kraemer had been a Director of Baxter International since 1995, Chairman of the Board since January 1, 2000, President since 1997 and Chief Executive Officer since January 1, 1999. Mr. Kraemer is active in business, education and civic affairs. He serves on the board of directors of Leidos Corporation and as chairman of its Audit Committee. He also serves on the board of directors of VWR International, Inc. and Catamaran Corporation (CTRX) and is a member of Catamaran's Audit Committee. In addition, he serves on the board of trustees of Lawrence University, Northwestern University, the Conference Board and NorthShore University HealthSystem. He is also a member of the Dean's Advisory Board of Northwestern University's Kellogg School of Management, the Commercial Club of Chicago, the Chicago Council on Global Affairs and the Economics Club of Chicago. He is a past member of the Business Roundtable, the Business Council and the Healthcare Leadership Council. Mr. Kraemer received a B.A. from Lawrence University and an M.B.A. from the Kellogg School of Management at Northwestern University and is a certified public accountant. Mr. Kraemer has extensive experience in finance, management, leadership and corporate governance.

Harry M. Jansen Kraemer, Jr.
(Term expiring at 2013 Annual Meeting)

Age 49, has served as our President since September 20, 2010 and as our Chief Executive Officer since February 2013. Prior to September 20, 2010, Mr. Slovin served as our Executive Vice President and Chief Operating Officer of U.S. Operations since the Exchange. Prior to that time, Mr. Slovin was Chief Executive Officer of Schick Technologies, Inc. ("Schick") since June 2004 and Schick's President from December 1999 to June 2004. He has also served as a Director since December 1999. In addition, from November 2001 to June 15, 2004, Mr. Slovin served as Schick's Chief Operating Officer. From 1999 to November 2001, Mr. Slovin was a Managing Director of Greystone & Co., Inc. From 1996

Jeffrey T. Slovin
(Term expiring at 2013 Annual Meeting)

to 1999, he served in various

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executive capacities at Sommerset Investment Capital LLC, including Managing Director, and as President of Sommerset Realty Investment Corp. During 1995, Mr. Slovin was a Manager at Fidelity Investments Co. From 1991 to 1994, he was Chief Financial Officer of SportsLab U.S.A. Corp. and, from 1993 to 1994, was also President of Sports and Entertainment Inc. From 1987 to 1991, Mr. Slovin was an associate at Bear Stearns & Co., specializing in mergers and acquisitions and corporate finance. Mr. Slovin is currently a member of the Board of Fellows of the Harvard School of Dental Medicine, and a member of the Young President's Organization. Mr. Slovin holds an M.B.A. degree from Harvard Business School. Mr. Slovin brings to the Board financial, management and leadership experience. In addition, Mr. Slovin has extensive experience in the dental industry.

Timothy P. Sullivan
(Nominee for term expiring at 2015
Annual Meeting)

Age 56, has served as a Director since the Exchange and is the Chairman of the Compensation Committee and member of the Finance Committee and Nominating and Corporate Governance Committee of our Board of Directors. Mr. Sullivan is a founder and Managing Director of Madison Dearborn Partners, LLC, which specializes in management buyouts and special equity investing and manages over 18 billion dollars of committed capital and portfolio investments. Prior to co-founding Madison Dearborn Partners in 1993, Mr. Sullivan was with First Chicago Venture Capital for three years after having served in the U.S. Navy. Mr. Sullivan concentrates on investments in the health care sector and currently serves on the Board of VWR International, Inc and Sage Products LLC. In addition, he is on the Board of Trustees of Northwestern University, Northwestern Memorial Hospital, the United States Naval Academy Foundation, Northlight Theatre and Loyola Academy. Mr. Sullivan also serves on the Finance and Investment Committees of the Archdiocese of Chicago and Cristo Rey Jesuit High School. Mr. Sullivan holds a B.S. from the United States Naval Academy, an M.S. from the University of Southern California and an M.B.A. from the Stanford University Graduate School of Business. Mr. Sullivan has extensive experience in financial transactions, investing in a range of businesses and the healthcare industry.

In addition to Mr. Slovin, our executive officers include Mr. Rainer Berthan, Mr. Jonathan Friedman, Mr. Ulrich Michel and Mr. Walter Petersohn. Information concerning the business experience of Mr. Berthan, Mr. Friedman, Mr. Michel and Mr. Petersohn follows.

Rainer Berthan
(Executive Vice President)

Age 50, was promoted to Executive Vice President responsible for the Company's business segments on November 16, 2012 as part of the succession plan whereby Mr. Slovin succeeded Mr. Fischer as Chief Executive Officer following last year's Annual Meeting. Prior to his promotion to Executive Vice President, Mr. Berthan served as a Vice President of the Company. Prior to joining the Company in September 2012, Mr. Berthan served at Demag Cranes AG, a publicly listed company, as Executive Vice President. From 2004 to 2008, Mr. Berthan was President of Weidmuller in China, a leading German company in the industrial automation business. Prior to those roles, Mr. Berthan held various senior management positions at leading

companies. Mr. Berthan holds a Degree in Economics from the University of Applied Science Munich, Germany.

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Jonathan I. Friedman
(General Counsel and Secretary)

Age 43, has served as our General Counsel since September 2007, and was appointed Secretary in October 2007. From 2001 to 2007, Mr. Friedman was Chief Legal Officer and Secretary of National Medical Health Card Systems, Inc., a NASDAQ listed pharmacy benefit manager. In this role, Mr. Friedman's primary focus was on corporate acquisitions and financings, general corporate transactions, Exchange Act reporting, corporate governance, intellectual property matters and regulatory compliance. Prior to his tenure at National Medical Health Card Systems, Inc. Mr. Friedman served as Vice President and Deputy General Counsel to a publicly traded company and was an associate at a major New York City law firm. In each of those roles, Mr. Friedman's emphasis was on public and private securities offerings, mergers and acquisitions, commercial transactions, technology licensing, regulatory compliance and securities law. Mr. Friedman holds a J.D. (graduating cum laude) from St. John's University School of Law, where he was also the Articles and Notes Editor of the Law Review.

Ulrich Michel
(Executive Vice President & Chief
Financial Officer)

Age 51, has served as Executive Vice President and Chief Financial Officer of the Company since October 2013. From April 2005 to October 2013, he was Chief Financial Officer of WABCO, a New York Stock Exchange listed company that is a global technology leader in the commercial vehicle industry. Prior to that, he served as Chief Financial Officer for American Standard's Trane Commercial Systems' business in the Europe, Middle East, Africa & India Region. Michel joined American Standard from Honeywell International/Allied Signal where he spent six years in financial leadership positions in the U.S. and Europe, with areas of focus including mergers and acquisitions, the Specialty Chemicals business and the Control Products business. Before joining Honeywell International/Allied Signal, he spent eight years at PriceWaterhouse, working both in the U.S. where he qualified as a U.S. Certified Public Accountant, and in Europe where he became a German Wirtschaftsprüfer. He holds a Degree in International Business from the University of Applied Science in Pforzheim, Germany.

Walter Petersohn
(Executive Vice President of Sales)

Age 47, has served as Executive Vice President of Sales since September 2010. From 2003 through September 2010, Mr. Petersohn was Vice President Sales for Sirona, where he oversaw the expansion of Sirona's international presence into markets including China, Italy and Korea. Between 1999 and 2003, he served as Vice President Sales for Asia-Pacific and the Middle East and was responsible for the Company's expansion into Japan and Australia. From 1995 to 1999, Mr. Petersohn was a Product Manager and Director of Marketing for Sirona's Treatment Center Division. Mr. Petersohn received a Masters degree in history from the University of Würzburg, Germany and an MBA from the State University of New York at Albany.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" EACH OF THE NOMINEES FOR ELECTION AS DIRECTORS NAMED HEREIN.

TABLE OF CONTENTS**CORPORATE GOVERNANCE AND BOARD MATTERS****Board Committees and Meetings**

During fiscal 2013, the Board held six meetings. At all Board meetings our independent directors meet separately without management present. All of the then current members of our Board attended the 2012 annual meeting of stockholders. The Company has no policy regarding director attendance at its Annual Meeting. A majority of the Board, consisting of Messrs. Beecken, Hood, Jetter, Kowaloff, Kraemer and Sullivan are “independent directors”, as such term is defined in Rule 5605(a)(2) of the NASDAQ Listing Rules. The following table provides membership information as of September 30, 2013 for the Audit, Compensation and Nominating and Corporate Governance committees of our Board:

Name	Audit	Compensation	Nominating & Corporate Governance	
David K. Beecken	X	*		
William K. Hood	X	X		
Thomas Jetter			X	
Arthur D. Kowaloff	X	X	X	
Harry M. Jansen Kraemer, Jr.		X	X	*
Jeffrey T. Slovin				
Timothy P. Sullivan		X	*	X

*

- Committee Chairperson

Below is a description of the Audit, Compensation and Nominating and Corporate Governance committees of our Board and information regarding committee meetings held in fiscal 2013.

Audit Committee. Our Audit Committee is currently composed of three directors, Messrs. Beecken (who serves as Chairman), Hood and Kowaloff, all of whom are independent directors as such term is defined in Rule 5605(a)(2) of the NASDAQ Listing Rules, and as required by the Audit Committee Charter. In addition, our Board has determined that each of Messrs. Hood and Kowaloff is an “audit committee financial expert,” as defined by the U.S. Securities and Exchange Commission (the “SEC”).

The primary function of the Audit Committee is to serve as an independent and objective party to oversee our accounting and financial reporting processes and internal control system; to pre-approve all auditing and non-auditing services to be provided by our independent auditor; to review and oversee the audit efforts of our independent auditor; and to provide an open avenue of communication among the independent auditor, financial and senior management and our Board. The Audit Committee has responsibility and authority, among other matters, to review with our management any financial information filed with the SEC or disseminated to the public; to establish and maintain procedures for receiving and treating complaints regarding accounting, internal accounting controls and auditing matters, and for the confidential anonymous submission by employees of concerns regarding these matters; to appoint, determine funding for and oversee our independent auditor; to review, in consultation with the independent auditor and our accounting personnel, the integrity of our financial reporting processes; and to review in advance any proposed transaction between us and any related party. A copy of our Audit Committee Charter can be found on our corporate website at www.sirona.com. The Audit Committee met eight times during the fiscal year ended September 30, 2013.

Compensation Committee. The Compensation Committee has oversight responsibility relating to the compensation of our executive officers and directors and the administration of awards under our 2006 Equity Incentive Plan. In August 2011, our Board expanded the number of members of the Compensation Committee from three to four directors. Our Compensation Committee is now composed of Messrs. Hood, Kraemer, Sullivan and Kowaloff. Our Board has determined that Messrs. Hood, Kraemer, Sullivan and Kowaloff are independent directors as such term is

defined in Rule 5605(a)(2) of the NASDAQ Listing Rules and, as a result, the Compensation Committee is comprised solely of independent directors. On July 1, 2013, the Board amended and restated our Compensation Committee Charter to expand the responsibilities, duties and authority of the Compensation Committee in compliance with the new

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NASDAQ Listing Rules related to compensation committees. In particular, under the amended and restated Compensation Committee Charter, the Compensation Committee (i) has the authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other adviser, (ii) is directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser, (iii) will receive appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser; and (iv) will select, or receive advice from, a compensation consultant, legal counsel or other adviser, other than in-house legal counsel, only after taking into consideration factors related to the independence of such compensation consultant, legal counsel or other adviser, as required by the NASDAQ Listing Rules. A copy of our amended and restated Compensation Committee Charter can be found on our corporate website at www.sirona.com. The Compensation Committee met eight times during the fiscal year ended September 30, 2013.

Since October 2007, the Compensation Committee has retained independent compensation consultant Pearl Meyer & Partners (“PM&P”) to provide advice and recommendations with respect to the competitiveness of compensation for our named executive officer group and our non-employee directors. Other than as described above, PM&P performs no other services for the Company or Company’s management.

Compensation Committee Interlocks and Insider Participation. No member of the Compensation Committee is an officer or employee, or former officer or employee, of our Company or any of our subsidiaries. No interlocking relationship existed during the fiscal year ended September 30, 2013 between the members of our Board or Compensation Committee and the board of directors or compensation committee of any other company, nor have any other “compensation committee interlocks” existed in the past.

Nominating and Corporate Governance Committee. The former Nominating Committee was established by resolution of our Board on August 3, 2004. On July 30, 2010, our Board replaced the Nominating Committee with the Nominating and Corporate Governance Committee. Our Board reduced the number of members of the Nominating and Corporate Governance Committee to four directors: Messrs. Jetter, Kowaloff, Kraemer and Sullivan. The functions of the Nominating and Corporate Governance Committee are to (i) establish criteria for selecting candidates for nomination to our Board and actively seek candidates who meet those criteria, (ii) recommend nominees to our Board and (iii) advise the Board on corporate governance matters and Board performance matters. The Nominating and Corporate Governance Committee will consider director candidates who have relevant business experience, are accomplished in their respective fields and who possess the skills and expertise to make a significant contribution to our Board, us and our stockholders. Director nominees should have relevant business or other experience, knowledge about issues affecting us and the ability and willingness to apply sound and independent business judgment. The Company’s Corporate Governance Guidelines provide that directors should be selected so that the Board is a diverse body, with diversity reflecting gender, ethnic background, country of citizenship and professional experience. The Nominating and Corporate Governance Committee does not discriminate on the basis of race, gender or ethnicity. The Nominating and Corporate Governance Committee will establish procedures by which it will exercise oversight of the evaluation of the Board and management. The Nominating and Corporate Governance Committee will also establish procedures for the Board, on at least an annual basis, to evaluate the Board’s performance and to make any recommendations to the Board that the Committee deems appropriate regarding improvements of the Board’s operations. Our Board determined that Messrs. Jetter, Kowaloff, Kraemer and Sullivan are independent directors as such term is defined in Rule 5605(a)(2) of the NASDAQ Listing Rules and, as a result, the Nominating and Corporate Governance Committee is comprised solely of independent directors. The Nominating and Corporate Governance Committee will consider nominees for election or appointment to our Board that are recommended by stockholders, provided that a complete description of the nominees’ qualifications, experience and background, together with a statement signed by each nominee in which he or she consents to act as such, accompanies the recommendations. Such recommendations should be submitted in writing to the attention of the Nominating and Corporate Governance Committee, c/o Corporate Secretary, Sirona

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Dental Systems, Inc., 30-30 47th Avenue, Suite 500 Long Island City, NY 11101 and should not include self-nominations. A copy of our Nominating and Corporate Governance Committee Charter can be found on our corporate website at www.sirona.com. The Nominating and Corporate Governance Committee met five times in the fiscal year ended September 30, 2013.

Attendance at Board and Committee Meetings. Each of our directors attended all meetings of the Board during the fiscal year ended September 30, 2013. In addition, each of our directors attended all meetings held by all committees of the Board on which such director served during the fiscal year ended September 30, 2013.

Corporate Governance Guidelines

The Board of Directors adopted Corporate Governance Guidelines, a copy of which is available on our Internet website at www.sirona.com. Our Corporate Governance Guidelines address topics such as (i) the role and responsibilities of the Board of Directors, (ii) the definition of independence, (iii) the selection of Board of Director nominees, (iv) Board membership criteria, (v) Board leadership, (vi) Board meetings, (vii) committees, (viii) director compensation, (ix) orientation and continuing education of directors, (x) management development and succession planning, (xi) attendance of directors at the Annual Meeting of Stockholders, (xii) directors' access to management and independent advisors, (xiii) evaluation of the Board of Directors and committees and (xiv) submission of director resignations. The Corporate Governance Guidelines were revised in fiscal 2013 with the following changes: we included a director resignation policy which states that any nominee for director in an uncontested election who receives a greater number of votes "withheld" from his or her election than votes "for" such election is required to tender his or her resignation to the Board of Directors, and we added the position of senior independent director, who will be appointed annually by the independent directors, and who is responsible for presiding at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors.

The Board of Directors also adopted new Stock Ownership Guidelines to ensure that the interests of the executive officers and directors are aligned with those of stockholders. The individual stock ownership guideline level for each executive officer is equal to the number of shares equivalent to: (i) six (6) times the annual base salary for the Chief Executive Officer; or (ii) one (1) times the annual base salary of any executive officer other than the Chief Executive Officer. The individual stock ownership guideline level for each director is equal to the number of shares equivalent to five (5) times the annual cash retainer payable to such director. A copy of the Stock Ownership Guidelines is available on our Internet website at www.sirona.com.

Code of Ethics

On June 2, 2004, by resolution of our Board, we adopted a code of ethics governing the conduct of our personnel, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. A copy of the current code of ethics is available on our website at www.sirona.com. In addition, a free copy of the code may be obtained by stockholders upon request by contacting Jonathan Friedman, General Counsel of the Company, at (718) 482-2011.

In the event that any amendment is made to the code of ethics, and such amendment is applicable to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, we shall disclose the nature of any such amendment on our website within four business days following the date of the amendment. In the event that we grant a waiver, including an implicit waiver, from a provision of the code of ethics, to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, we shall disclose the nature of any such waiver, including the name of the person to whom the waiver is granted and the date of such waiver, on our website within four business days following the date of the waiver. Our website address is www.sirona.com.

Stockholder Communications with the Board of Directors

Historically, we have not adopted a formal process for stockholder communications with our Board. Nevertheless, every effort has been made to ensure that the views of stockholders are heard by our Board or

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individual directors, as applicable, and that appropriate responses are provided to stockholders in a timely manner. We believe our responsiveness to stockholder communications to our Board has been excellent, and to date, we have not considered it necessary to adopt a formal process. Nevertheless, during the upcoming year the Board will continue to monitor whether it would be appropriate to adopt a formal process for stockholder communications with the Board.

Report of the Audit Committee of the Board of Directors

In executing its responsibilities, the Audit Committee has reviewed and discussed our audited financial statements with our management. The Audit Committee has also discussed with the Company's independent auditor the overall scope and plans for their audits of the Company. Furthermore, the Audit Committee has discussed with our independent auditor the matters required to be discussed by SAS 61, as amended. In addition, the Audit Committee has received written disclosures and a letter from our independent auditor delineating all relationships between them and us, consistent with the applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communications with the Audit Committee concerning independence, and has discussed with them matters pertaining to their independence. The Audit Committee also considered whether the additional services unrelated to audit services performed by KPMG during the fiscal year ended September 30, 2013 were compatible with maintaining their independence in performing their audit services. In addition, the Audit Committee met with the independent auditor, with and without management present, to discuss the results of their examinations, their evaluations of the Company's internal controls, and the overall quality of the Company's financial reporting.

Based upon the reviews and discussions referred to above, the Audit Committee recommended to our Board of Directors that the audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2013 for filing with the SEC. The Audit Committee and Board of Directors have also recommended the selection of KPMG as our independent auditor for the fiscal year ending September 30, 2014.

From the members of the Audit Committee of Sirona Dental Systems, Inc.:

David K. Beecken, Chairman

William K. Hood

Arthur D. Kowaloff

Leadership Structure

Our Board is committed to adopting governance policies and practices that promote the most effective and ethical management of the Company. In addition, the Board believes that it is important to retain flexibility to determine the Company's optimal leadership structure and to choose the best qualified person(s) to serve in the roles of Chief Executive Officer and Chairman of the Board. Consequently, after our former Chairman and Chief Executive Officer, Mr. Fischer, retired in February 2013, the Board determined that the designation of an independent, Non-Executive Chairman represented the optimal leadership structure for the Company. The directors believe that this role provides the Board with independent leadership and allows Mr. Slovin, the Company's Chief Executive Officer, to concentrate on the Company's business operations. Therefore, Mr. Jetter, who served as a director since April 2010, was appointed to the role of Non-Executive Chairman of the Board following our last Annual Meeting on February 20, 2013.

Moreover, during this past fiscal year, we added the position of 'senior independent director'. This director will be appointed annually by the independent directors at the board of directors meeting immediately following the Company's annual meeting and will be responsible for presiding at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors.

We recognize that different board leadership structures may be appropriate for companies in different situations and believe that no one structure is suitable for all companies. Because the leadership structure that is appropriate for a company can also change over time, we intend to review our leadership structure annually to determine if it is the most appropriate one for the Company.

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Risk Oversight

Our Board is responsible for overseeing the Company's risk management process. The Board focuses on the Company's general risk management strategy, the most significant risks facing the Company, and ensures that appropriate risk mitigation strategies are implemented by management. The Board is also apprised of particular risk management matters in connection with its general oversight and approval of corporate matters.

The Board has delegated to the Audit Committee oversight of the Company's risk management process. Among its duties, the Audit Committee (a) reviews with management Company policies with respect to risk assessment and management of risks that may be material to the Company, including the risk of fraud, (b) reviews the integrity of the Company's financial reporting processes, both internal and external, including reviewing management's report on its assessment of the effectiveness of internal control over financial reporting as of the end of each fiscal year, (c) reviews the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures and (d) the Company's compliance with legal and regulatory requirements. The Audit Committee is also responsible for reviewing major legislative and regulatory developments that could materially impact the Company's contingent liabilities and risks. Our other Board committees also consider and address risk as they perform their respective committee responsibilities. All committees report to the full Board as appropriate, including when a matter rises to the level of a material or enterprise level risk.

The Company's management is responsible for day-to-day risk management. Our Internal Audit area serves as the primary monitoring and testing function for company-wide policies and procedures, and manages the day-to-day oversight of the risk management strategy for the ongoing business of the Company. This oversight includes identifying, evaluating, and addressing potential risks that may exist at the enterprise, strategic, financial, operational, and compliance and reporting levels.

We believe the division of risk management responsibilities described above is an effective approach for addressing the risks facing the Company and that our Board leadership structure supports this approach.

TABLE OF CONTENTS**PROPOSAL 2 — RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITOR**

The Audit Committee of our Board has selected KPMG as independent auditor for the fiscal year ending September 30, 2014 and has further directed that management submit the selection of independent auditor for ratification by the stockholders at the Annual Meeting. A proposal to ratify the appointment of KPMG will be presented at the Annual Meeting. Representatives of KPMG are expected to be present at the Annual Meeting, and will have an opportunity to make a statement if they desire to do so and will be available to answer questions from stockholders. KPMG was the Company's independent auditor during the fiscal year ended September 30, 2013. Neither our By-laws nor other governing documents or law require stockholder ratification of the selection of KPMG as our independent auditor. However, the Board of Directors is submitting the selection of KPMG to the stockholders for ratification as a matter of good corporate practice. If the stockholders fail to ratify the selection, the Audit Committee will reconsider whether or not to retain that firm. Even if the selection is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent auditor at any time during the year if it determines that such a change would be in the best interests of us and our stockholders.

The affirmative vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote at the Annual Meeting will be required to ratify the selection of KPMG.

AUDIT FEES

The aggregate fees billed for professional services rendered for the Company by KPMG, the Company's independent auditor, for the years ended September 30, 2013 and 2012 were:

	2013	2012
	(in thousands)	
Audit Fees	\$1,518.2	\$ 1,311.8
Audit-Related Fees	11.6	10.1
Tax Fees	—	—
All Other Fees	108.3	47.5
Total Fees	\$1,638.1	\$ 1,369.4

“Audit Fees” include time billed to the Company for professional services and expenses relating to the audit and review of the financial statements of the respective years. For the fiscal years ended September 30, 2013 and September 30, 2012, audit fees included fees for professional services and expenses relating to the reviews of our quarterly financial statements for the quarters ended December 31, 2011 through June 30, 2013 on Form 10-Q and the audit of our annual financial statements and effectiveness of our internal controls over financial reporting, included in our Annual Report on Form 10-K for each of fiscal years 2013 and 2012.

“Audit-Related Fees” include fees billed to the Company in the respective fiscal year for professional services and expenses related to reviews of proxy, Form 8-K, Form S-8 and Form S-3 filings with the U.S. Securities and Exchange Commission, debt covenant compliance attestations, and electronic and other filings of local statutory financial statements.

“Tax Fees” include time billed to the Company for professional services and expenses principally related to tax planning, tax consulting and tax compliance.

“All Other Fees” include time billed to the Company for professional services and expenses primarily related to accounting and tax due diligences performed in connection with business acquisition activities.

All fees are agreed to in Euros. Total fees billed amounted to €1,213.5 and €1,059.7 (in thousands) in fiscal 2013 and fiscal 2012, respectively (or \$1,638.1 and \$1,369.4, in thousands, using an exchange rate of 1.3499 and 1.2922 in fiscal 2013 and 2012, respectively).

No other professional services were rendered or fees were billed by KPMG for the years ended September 30, 2013 and 2012.

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Pre-Approval Policies and Procedures

The Audit Committee has adopted a policy and procedures for the pre-approval of audit and non-audit services rendered by our independent auditor KPMG. The policy generally pre-approves specified services in the defined categories of audit services, audit-related services and tax services up to specified amounts. Pre-approval may also be given as part of our Audit Committee's approval of the scope of the engagement of the independent auditor or on an individual explicit case-by-case basis before the independent auditor is engaged to provide each service. The pre-approval of services may be delegated to one or more of our Audit Committee members, but the decision must be reported to the full Audit Committee at its next scheduled meeting. All audit-related services for fiscal 2013 and 2012 were pre-approved by the Audit Committee.

The Audit Committee has determined that the rendering of the services, other than the audit services, by KPMG, is compatible with maintaining the principal accountant's independence.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" RATIFICATION OF THE SELECTION OF KPMG AS THE COMPANY'S INDEPENDENT AUDITOR FOR THE FISCAL YEAR ENDING SEPTEMBER 30, 2014.

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PROPOSAL 3 — ADVISORY VOTE ON APPROVAL OF THE COMPENSATION OF THE COMPANY’S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THIS PROXY STATEMENT UNDER “OTHER INFORMATION FOR THE ANNUAL MEETING OF SIRONA DENTAL SYSTEMS, INC.’S STOCKHOLDERS — COMPENSATION OF EXECUTIVE OFFICERS”

The Board of Directors believes that the Company’s compensation policies and procedures are centered on a pay-for-performance culture and are strongly aligned with the long-term interests of stockholders. You are urged to read the Compensation Discussion and Analysis section of this Proxy Statement for additional details on the Company’s executive compensation, including the Company’s philosophy and objectives and the 2013 compensation of the named executive officers.

Congress enacted legislation requiring a non-binding advisory “say-on-pay” vote on executive compensation beginning in 2011. In light of the results of the stockholder’s non-binding advisory vote at the Annual Meeting of the Stockholders for the fiscal year ended in 2010 (the “2010 Annual Meeting”) with respect to the frequency with which stockholders will vote for the approval of the compensation of the Company’s named executive officers, the Company currently intends to hold an annual non-binding advisory vote on such named executive officer compensation. This proposal gives you as a stockholder the opportunity to endorse or not endorse our executive pay program through the following resolution:

“Resolved, that the stockholders approve, on an advisory basis, the compensation of the Company’s named executive officers as disclosed in this Proxy Statement.”

As an advisory vote, this proposal is non-binding. However, the Board of Directors and the Compensation Committee value the opinions of stockholders and will consider the outcome of the vote when making future compensation decisions for the named executive officers.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE APPROVAL OF THE COMPENSATION OF THE COMPANY’S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THIS PROXY STATEMENT UNDER “OTHER INFORMATION FOR THE ANNUAL MEETING OF SIRONA DENTAL SYSTEMS, INC.’S STOCKHOLDERS — COMPENSATION OF EXECUTIVE OFFICERS”.

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PROPOSAL 4 — ADOPTION OF AMENDMENTS TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS

Background

Currently, our Certificate of Incorporation divides the members of our Board into three classes. One class of directors is elected at each annual meeting of stockholders to hold office for a term beginning on the date of the election and ending on the date of the third annual meeting of stockholders following the date of the election.

At our 2012 annual meeting of stockholders, our stockholders supported and approved a non-binding stockholder proposal to elect each director annually. In response to such support, and based on the evaluation by the Board of our corporate governance practices and the best interests of the Company and its stockholders, we are asking our stockholders to approve amendments to the Certificate of Incorporation to declassify the Board and to establish annual election of directors. The Board unanimously approved and declared advisable the proposed amendments to the Certificate of Incorporation, and recommends that our stockholders adopt the proposed amendments to the Certificate of Incorporation.

Proposed Amendments to the Certificate of Incorporation

The proposed amendments to the Certificate of Incorporation would modify Article SEVENTH of the Certificate of Incorporation to declassify the Board of Directors.

If this Proposal 4 is approved by the Company's stockholders at the Annual Meeting, our Certificate of Incorporation will be amended to provide that the classification of the Board will be phased out beginning with the 2014 annual meeting of stockholders. During the phase-out period, the director nominees for election at the 2014 annual meeting of stockholders will be elected to serve for one-year terms expiring at the 2015 annual meeting of stockholders, the director nominees for election at the 2015 annual meeting of stockholders will be elected to serve for one-year terms expiring at the 2016 annual meeting of stockholders and the director nominees for election at the 2016 annual meeting of stockholders will be elected to serve for one-year terms expiring at the 2017 annual meeting of stockholders. Beginning with the 2017 annual meeting of stockholders, the Board will no longer be classified, and all director nominees will be elected for one-year terms.

If this Proposal 4 is not approved by the Company's stockholders, the proposed amendments to our Certificate of Incorporation will not become effective, and the Board will remain classified, with directors in each class serving a term ending on the date of the third annual meeting of stockholders following the date of their election. The complete text of the proposed amendments to the Certificate of Incorporation is included in Appendix A to this proxy statement. The foregoing summary is qualified in its entirety by reference to the text of the amendments. You are urged to read the proposed amendments in their entirety.

Vote Required and Board Recommendation

The approval of the proposed amendments to the Certificate of Incorporation requires the affirmative vote of the holders of at least 75% of the shares of our Common Stock issued and outstanding and entitled to vote on the proposal.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE PROPOSAL TO ADOPT AMENDMENTS TO OUR CERTIFICATE OF INCORPORATION TO DECLASSIFY THE COMPANY'S BOARD OF DIRECTORS.

TABLE OF CONTENTS**OTHER INFORMATION FOR THE ANNUAL MEETING OF
SIRONA DENTAL SYSTEMS, INC.'S STOCKHOLDERS****Security Ownership of Certain Beneficial Owners and Management**

The following table sets forth, as of December 23, 2013, certain information regarding the ownership of the Common Stock of the Company by (1) each of our named executive officers and directors; (2) all of our executive officers and directors as a group; and (3) persons who are beneficial owners of more than five percent of our Common Stock:

Name	Number of Shares Beneficially Owned (1)	Percentage of Outstanding Shares	
Neuberger Berman Group LLC (2)	4,909,264	8.9	%
Vanguard Group, Inc. (3)	3,321,248	6.0	%
Blackrock Institutional Trust Company, N.A. (4)	3,314,220	6.0	%
Ruane, Cunniff & Goldfarb, Inc. (5)	2,954,817	5.4	%
William Blair & Company, L.L.C. (6)	2,950,724	5.3	%
Jeffrey T. Slovin (7)	714,489	1.3	%
Simone Blank (8)	196,749	*	
Jonathan Friedman (9)	56,913	*	
Walter Petersohn (10)	56,685	*	
Rainer Berthan (11)	4,500	*	
David K. Beecken (12)	13,065	*	
William K. Hood (13)	52,465	*	
Thomas Jetter (14)	3,732	*	
Arthur D. Kowaloff (15)	63,065	*	
Harry M. Jansen Kraemer, Jr. (16)	83,065	*	
Timothy P. Sullivan (17)	3,065	*	
All current executive officers and directors as a group (11 persons) (18)	1,247,793	2.2	%

*

- Less than 1%

(1)

- Beneficial ownership is determined in accordance with rules of the SEC and includes voting power and/or investment power with respect to securities. Shares of Common Stock subject to options currently exercisable or exercisable within 60 days of December 23, 2013 are deemed outstanding for computing the number and the percentage of outstanding shares beneficially owned by the person holding such options but are not deemed outstanding for computing the percentage beneficially owned by any other person.

(2)

- According to a Schedule 13F filed by Neuberger Berman Group LLC with the SEC for the quarter ended September 30, 2013. The address for Neuberger Berman Group LLC is 605 Third Avenue, New York, New York 10158.

(3)

- According to a Schedule 13F filed by Vanguard Group, Inc. with the SEC for the quarter ended September 30, 2013. The address for Vanguard Group, Inc. is 100 Vanguard Boulevard, Malvern, Pennsylvania 19355-2331.

(4)

- According to a Schedule 13F filed by BlackRock Institutional Trust Company, N.A. with the SEC for the quarter ended September 30, 2013. The address for BlackRock Institutional Trust Company, N.A. is 400 Howard Street, San Francisco, California 94105.

(5)

- According to a Schedule 13F filed by Ruane, Cunniff & Goldfarb, Inc. with the SEC for the quarter ended September 30, 2013. The address for Ruane, Cunniff & Goldfarb, Inc. is 767 Fifth Avenue, New York, New York 10153-0109.

(6)

- According to a Schedule 13F filed by William Blair & Company, L.L.C. with the SEC for the quarter ended September 30, 2013. The address for William Blair & Company, L.L.C. is 222 West Adams Street, Chicago, Illinois 60606.

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(7)

- Includes 10,000 shares purchased on the open market by Mr. Slovin; 3,659 options exercised by Mr. Slovin; 678,341 shares issuable upon the exercise of options granted to Mr. Slovin; 3,422 Restricted Stock Units that vested on December 8, 2011; 4,041 Restricted Stock Units that vested on November 22, 2012 and 3,919 Restricted Stock Units that vested on December 8, 2012; 3,597 Restricted Stock Units that vested on December 8, 2013 and 7,510 Restricted Stock Units that vested on November 22, 2013.

(8)

- Includes 18,750 shares purchased on the open market by Ms. Blank; 168,750 shares issuable upon the exercise of options granted to Ms. Blank; 3,083 Restricted Stock Units that vested on December 8, 2011; 3,083 Restricted Stock Units that vested on November 22, 2012 and 3,083 Restricted Stock Units that vested on December 8, 2012. Does not include any changes to Ms. Blank's ownership after October 14, 2013, the date on which she resigned from her positions as Executive Vice President, Chief Financial Officer and director of the Company.

(9)

- Includes 17,000 shares purchased on the open market by Mr. Friedman; 32,682 options exercised by Mr. Friedman; 2,968 shares issuable upon the exercise of options granted to Mr. Friedman; 814 Restricted Stock Units that vested on December 8, 2011; 873 Restricted Stock Units that vested on November 22, 2012; 797 Restricted Stock Units that vested on December 8, 2012; 652 Restricted Stock Units that vested on December 8, 2013 and 1,127 Restricted Stock Units that vested on November 22, 2013.

(10)

- Includes 1,300 shares purchased on the open market by Mr. Petersohn; 50,521 shares issuable upon the exercise of options granted to Mr. Petersohn; 833 Restricted Stock Units vested on January 1, 2012; 2,166 Restricted Stock Units that vested on January 1, 2013 and 3,165 Restricted Stock Units that vested on January 1, 2014.

(11)

- Includes 4,500 shares issuable upon the exercise of options granted to Mr. Berthan.

(12)

- Includes 5,000 shares purchased on the open market by Mr. Beecken; 1,667 Restricted Stock Units that vested on May 10, 2011; 1,666 Restricted Stock Units that vested on May 10, 2012; 1,667 Restricted Stock Units that vested on May 10, 2013; 1,000 Restricted Stock Units that vested on June 14, 2013; 999 Restricted Stock Units that vested on June 14, 2012 and 1,066 Restricted Stock Units that vested on May 8, 2013.

(13)

- Includes 15,000 shares issuable upon the exercise of stock options granted to Mr. Hood pursuant to the Company's 1997 Director Stock Option Plan; 30,000 shares issuable upon the exercise of stock options granted to Mr. Hood under the Company's 2006 Plan; 1,666 Restricted Stock Units that vested on May 10, 2011; 1,667 Restricted Stock Units that vested on May 10, 2012; 1,000 Restricted Stock Units that vested on June 14, 2012; 1,066 Restricted Stock Units that vested on May 8, 2013; 1,667 Restricted Stock Units that

vested on May 10, 2013 and 999 Restricted Stock Units that vested on June 14, 2013.

(14)

- Includes 1,066 Restricted Stock Units that vested on May 8, 2013; 1,667 Restricted Stock Units that vested on May 10, 2013 and 999 Restricted Stock Units that vested on June 14, 2013.

(15)

- Consists of 15,000 shares issuable upon the exercise of stock options granted to Mr. Kowaloff pursuant to the Company's 1997 Director Stock Option Plan; 40,000 shares issuable upon the exercise of stock options granted to Mr. Kowaloff pursuant to the Company's 2006 Plan; 1,667 Restricted Stock Units that vested on May 10, 2011; 1,666 Restricted Stock Units that vested on May 10, 2012 and 1,000 Restricted Stock Units that vested on June 14, 2012; 1,066 Restricted Stock Units that vested on May 8, 2013; 1,667 Restricted Stock Units that vested on May 10, 2013 and 999 Restricted Stock Units that vested on June 14, 2013.

(16)

- Includes 15,000 shares issuable upon the exercise of stock options granted to Mr. Kraemer pursuant to the Company's 1997 Director Stock Option Plan; 60,000 shares issuable upon the exercise of stock options granted to Mr. Kraemer under the Company's 2006 Plan; 1,667 Restricted Stock Units that vested on May 10, 2011; 1,666 Restricted Stock Units that vested on May 10, 2012 and 1,000 Restricted Stock Units that vested on June 14, 2012; 1,066 Restricted Stock Units that vested on May 8, 2013; 1,667 Restricted Stock Units that vested on May 10, 2013 and 999 Restricted Stock Units that vested on June 14, 2013.

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- (17)
- Includes 1,000 Restricted Stock Units that vested on June 14, 2012; 1,066 Restricted Stock Units that vested on May 8, 2013; and 999 Restricted Stock Units that vested on June 14, 2013.

- (18)
- Includes 1,080,080 shares issuable upon exercise of options held by current executive officers and directors.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act, requires our directors and executive officers, and persons who own more than 10% of a registered class of our equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of our Common Stock and other of our equity securities. Specific due dates for these reports have been established, and we are required to disclose any failure to file by these dates during fiscal 2013. Our officers, directors and greater than 10% stockholders are required by the SEC regulations to furnish us with copies of all Section 16(a) forms they file.

To our knowledge, based solely on a review of the copies of such reports furnished to us and representations that no other reports were required, during the fiscal year ended September 30, 2013, all Section 16(a) filing requirements applicable to our officers, directors and greater than 10% beneficial owners were complied with.

Equity Compensation Plan Information

The following table sets forth the following information, as of September 30, 2013, with respect to compensation plans (including individual compensation arrangements) under which equity securities of the Company are authorized for issuance: the number of securities to be issued upon the exercise of outstanding options, warrants and rights; the weighted-average exercise price of such options, warrants and rights; and, other than the securities to be issued upon the exercise of such options, warrants and rights, the number of securities remaining available for future issuance under the plan:

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Plan category			
Equity compensation plans approved by security holders	1,778,102	15.74	675,830
Equity compensation plans not approved by security holders	—	—	—
Total	1,778,102	15.74	675,830

Compensation of Directors

In May 2008, the Compensation Committee retained compensation consultant PM&P to provide advice and recommendations with respect to competitive benchmarking of our compensation system within our Peer Group (as defined in “Compensation Discussion and Analysis” below) and with respect to specific compensation decisions

concerning our non-employee directors. After review of the competitive benchmarking within the Peer Group, in October 2008, the Compensation Committee implemented, beginning in fiscal 2009, changes to the compensation structure of our non-employee directors. In May 2013, PM&P updated its competitive benchmarking review and the Company adopted the following compensation program for fiscal 2013 to better align compensation levels and cash/equity mix with the market:

Non-Executive Director Board Cash Retainer

- - \$50,000: Annual Cash Retainer (no change)
- - \$40,000: Additional Annual Cash Retainer for the Non-Executive Chairman (Total cash retainer = \$90,000)

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Non-Executive Director Committee Cash Retainers

-
- \$15,000: Audit Chairman (no change)
-
- \$10,000: Compensation Chairman
-
- \$10,000: Corporate Governance and Nominating Committee Chairman
-
- \$7,500: Audit Committee Members (increase from \$5,000)
-
- \$5,000: Other Committee Members (no change)

Non-Executive Director Annual Equity Award

-
- 2,106 RSUs (decreased from 3,200 RSUs)

All non-employee directors received director fees in fiscal 2013. Directors who are also our paid employees are not separately compensated for any services they provide as directors.

On May 14, 2013, Messrs. Beecken, Hood, Jetter, Kowaloff, Kraemer and Sullivan received an award of 2,106 RSUs pursuant to the Company's 2006 Plan. The RSUs vest in three equal annual installments beginning on May 14, 2014. The compensation earned by our non-employee directors for the fiscal year ended September 30, 2013 is summarized as follows:

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$ (1))	Option Awards (\$ (3))	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
David K. Beecken	66,042	149,989	—	—	—	—	216,031
William K. Hood	61,042	149,989	—	—	—	—	211,031
Thomas Jetter	68,750	149,989	—	—	—	—	218,739
Arthur D. Kowaloff	63,125	149,989	—	—	—	—	213,114
	59,167	149,989	—	—	—	—	209,156

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$ (1))	Option Awards (\$ (3))	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Harry M. Jansen Kraemer, Jr. Timothy P. Sullivan	57,083	149,989	—	—	—	—	207,072

(1)

- These amounts reflect the grant date fair value of the restricted stock units calculated in accordance with applicable standards for financial statement reporting purposes for the fiscal year ended September 30, 2013 in accordance with FASB ASC Topic 718, Compensation-Stock Compensation. The following are the aggregate number of unvested restricted stock units held by each of our non-employee directors as of September 30, 2013: Mr. Beecken: 5,241; Mr. Hood: 5,241; Mr. Jetter: 5,241; Mr. Kowaloff: 5,241; Mr. Kraemer: 5,241; and Mr. Sullivan: 5,241.

(2)

- As of September 30, 2013, the number of stock options held by each non-employee director and the vesting of such options is as follows:

Name	Vested Stock Options	Unvested Stock Options	Total
David K. Beecken	—	—	—
William K. Hood	45,000	—	45,000
Thomas Jetter	—	—	—
Arthur D. Kowaloff	55,000	—	55,000
Harry M. Jansen Kraemer, Jr.	75,000	—	75,000
Timothy P. Sullivan	—	—	—

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Compensation of Executive Officers

Compensation Discussion and Analysis

Fiscal 2013 Performance Highlights:

-
- Revenue growth of 12.5% (11.7% constant currency) to \$1.1 billion
-
- GAAP Gross profit up 12.9% to \$591.4 million; GAAP Gross profit margin of 53.7%
-
- GAAP Diluted EPS up 10.7% (\$2.61 vs. \$2.36) and Non-GAAP Adjusted Diluted EPS up 12.4% (\$3.41 vs. \$3.03)
-
- Three-year total shareholder return (TSR) outperformed market and compensation peer group
-
- Record number of new products introduced at the bi-annual International Dental Show, including our “CAD/CAM for Everyone” product suite

Fiscal 2013 Executive Compensation and Governance Highlights:

-
- CEO transition successfully completed on February 20, 2013
-
- Separated CEO and Chairman of the Board role by appointing a Non-Executive Chairman upon Mr. Slovin’s appointment as CEO
-
- All directors are independent other than the CEO. Non-employee directors attended all scheduled Board and Committee meetings
-
- Stock ownership requirements for executive officers and directors (6x base salary for CEO; 1x for other named executive officers (“NEOs”) and 5x annual cash retainer for directors)
-
- Equity plan prohibits repricing and backdating
-

- No excise tax gross-ups
-
- Revision of the Corporate Governance Guidelines to (i) include a new director resignation policy and (ii) create a new senior independent director position
-
- Amendment to the Amended and Restated Certificate of Incorporation to declassify the Board of Directors (described in detail under Proposal 4 above)

Say-on-Frequency and Say-on-Pay

Consistent with the desire of the shareholders (per the Say-on-Frequency vote in early 2011), Sirona has adopted the practice of conducting an annual non-binding advisory vote on NEO compensation. The Compensation Committee has and will continue to monitor the results of the annual advisory Say-on-Pay proposal and incorporate such results as one of many factors considered in connection with the discharge of its responsibilities, although no such factor is assigned a quantitative weighting. Despite receiving near universal support for the Company's fiscal 2012 compensation program, Sirona, in keeping with evolving corporate governance best practices, implemented certain changes to the Company's compensation program (see Fiscal 2013 Executive Compensation and Governance Highlights).

Independent Compensation Consultant

Since October 2007, the Compensation Committee has retained PM&P to provide advice and recommendations with respect to the competitiveness of Sirona's executive and director compensation programs. The Compensation Committee directly engaged PM&P to conduct competitive market assessments for Sirona's NEO group in fiscal 2008, 2011 2012 and 2013. In the first quarter of fiscal 2013, PM&P provided advice/guidance to the Compensation Committee with respect to the Company's CEO succession plan. Additionally, PM&P was also engaged to provide competitive market assessments of Sirona's Non-Employee Director Compensation program in fiscal 2008 and 2011. PM&P has never performed any services other than executive and director compensation consulting for the Company, and performed its services only on behalf of and at the direction of the Compensation Committee.

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The Compensation Committee believes that there was no conflict of interest between the compensation consultant and the Compensation Committee during the year ended September 30, 2013. In reaching this conclusion, the Compensation Committee has analyzed whether the work of PM&P as a compensation consultant has raised any conflict of interest, taking into consideration the following factors: (i) the provision of other services to the Company by PM&P; (ii) the amount of fees from the Company paid to PM&P as a percentage of PM&P's total revenue; (iii) the policies and procedures of PM&P that are designed to prevent conflicts of interest; (iv) any business or personal relationship of PM&P or the individual compensation advisors employed by PM&P with an executive officer of the Company; (v) any business or personal relationship of the individual compensation advisors with any member of the Compensation Committee; and (vi) any stock of the Company owned by PM&P or the individual compensation advisors employed by PM&P.

Our Named Executive Officers for Fiscal 2013:

Executive	Title	Comments
Slovin, J.	President & CEO	Mr. Slovin was appointed CEO on February 20, 2013
Fischer, J.	Former CEO & COB	Mr. Fischer retired on February 20, 2013*
Blank, S.	Former CFO	Ms. Blank's resignation was effective as of October 14, 2013. Mr. Ulrich Michel was appointed CFO & EVP on October 14, 2013
Berthan, R.	EVP	
Friedman, J.	General Counsel & Secretary	
Petersohn, W.	EVP, Sales	

*

- Mr. Fischer's retirement provisions are discussed in detail under the section "Employment Agreements." Additionally, his fiscal 2013 compensation amounts are disclosed in the Summary Compensation Table.

Compensation Philosophy: We do business in a competitive and dynamic industry. Our continued success in such an environment depends, in large part, on our ability to attract and retain talented senior executives. In order to align the compensation delivered to these executives with shareholder interests, a significant portion (approximately 72% of total target compensation) is variable (short- and long-term incentives) and based on corporate performance. As a result, the Compensation Committee's compensation policies are designed to:

- (i)
 - Provide a competitive level of compensation to attract and retain talented management;
- (ii)
 - Reward senior executives for corporate performance;
- (iii)
 - Align the interests of senior executives with our stockholders in order to maximize stockholder value;
- (iv)
 - Motivate executive officers to achieve our business objectives; and
- (v)

- Reward individual performance.

To achieve these compensation objectives, the Compensation Committee has developed a compensation program for the NEOs generally consisting of base salary, annual cash bonus and long-term incentive compensation in the form of stock options, restricted shares/units and/or performance-contingent shares.

Target compensation levels for the NEOs approximate the market as follows:

-

- Base Salary: 55th percentile of Market

-

- Annual Cash Bonus: 65th percentile of Market

-

- Long-term Incentive: 65th percentile of Market

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Base salary levels are positioned just above market median to account for Sirona's greater product complexity and broader geographic reach. However, as mentioned above, compensation is primarily driven by incentive awards tied to Sirona's performance. As in past years, the Compensation Committee continues to believe that the Company's growth targets justify positioning target incentive compensation (short- and long-term) at above-median levels.

The resulting target total compensation pay mix for the President and CEO, Jeffrey T. Slovin, is:

-
- Base Salary: 23%
-
- Annual Cash Bonus: 23%
-
- Long-term Incentive: 54%

The average total compensation pay mix for the other NEOs is structured to be:

-
- Base Salary: 30%
-
- Annual Cash Bonus: 17%
-
- Long-term Incentive: 53%

The Compensation Committee believes that placing heavier weight on long-term incentives helps ensure strong alignment with creating long-term value for shareholders.

Review of Market Data for Peer Companies

Compensation levels for our named executive officers are determined based on a number of factors, including a review of the compensation levels in the marketplace for similar positions. The Peer Group was generally consistent with the Peer Group established in 2007, but updated to take into account changes within the industries and the Company's business. The current peer group ("Peer Group") consists of the following companies:

Align Technology, Inc.	Henry Schein Inc.	Resmed Inc.
CONMED Corporation	Hill-Rom Holdings, Inc.	Steris Corporation
The Cooper Companies Inc.	Hologic, Inc.	Straumann Holding AG
DENTSPLY International Inc.	IDEXX Laboratories Inc.	Nobel Biocare Holding AG
Edward Lifesciences Corp.	Integra LifeSciences Holdings	Patterson Companies Inc.

*

- NuVasive Inc., Orthofix International N.V. and Thoratec Corporation were removed from the peer group and Align Technology, Edward Lifesciences, Hill-Rom Holdings and Hologic were added to better reflect Sirona's size and performance.

Base Salaries (Short-term Fixed Pay)

The Compensation Committee generally reviews base salary levels on an annual basis and determines if increases are warranted to align with prevailing market levels. For Fiscal 2013, Mr. Slovin's base salary increase reflects his promotion to Chief Executive Officer, while increases for Ms. Blank, Mr. Petersohn and Mr. Friedman were made to better align with the market 55th percentile. Mr. Berthan was hired as a Vice President of the Company on September 1, 2012 and subsequently promoted to Executive Vice President as of November 16, 2012. He did not receive a base salary increase as a result of his promotion.

Executive	Fiscal 2012 Base Salary	Fiscal 2013 Base Salary	Increase %	
Slovin, J.	\$475,000	\$850,000	79	%
Blank, S.	\$479,412	\$507,783	6	%
Berthan, R.	—	\$288,662	—	
Friedman, J.	\$310,000	\$324,000	5	%
Petersohn, W.	\$259,844	\$295,223	14	%

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Non-Equity Performance Compensation (Short-Term Variable Pay)

The Compensation Committee believes that annual bonuses can serve an important function by adding a fiscal performance-based incentive to an executive's compensation package. To that end, the Company maintains two bonus programs for the NEOs: Executive Bonus Plan ("Executive Plan") and Employee Profit Sharing Bonus Plan. The Executive Plan covers the President and CEO (Mr. Slovin), CFO (for fiscal 2013, Ms. Blank) and the EVP, Sales (Mr. Petersohn), while the Employee Profit Sharing Bonus Plan covers the EVP (Mr. Berthan) and General Counsel and Secretary (Mr. Friedman).

Executive Bonus Plan

The purpose of the Executive Plan is to provide to senior executive officers selected by the Compensation Committee cash bonus compensation that is (1) performance based and (2) competitive at target performance with the cash bonuses paid to similarly situated senior executives. The Executive Plan replaced the 2008 Executive Bonus Plan (the "2008 Plan") which had previously replaced the cash bonus compensation component of total compensation used in prior years for the participants of the 2008 Plan. The Compensation Committee annually determines target performance metrics based upon budgetary estimates of financial performance approved by the Board of Directors in the first quarter of each fiscal year. The target bonus amount of each participant is a percentage of such participant's annual base salary. The Compensation Committee also determines the percentage of target bonus payable to each participant at performance levels above and below target performance for each of the metrics described below on an annual basis. In fiscal 2013, cash bonuses were targeted at the 65th percentile of the Company's Peer Group. While the Compensation Committee retains discretion to target annual cash bonuses other than in reference to the Peer Group, it did not exercise that discretion in fiscal 2013.

The financial performance metrics used to measure and reward performance under the Executive Plan has two major components: a Revenue Metric and an Earnings Metric.

(a) Revenue Metric: The Revenue Metric is the Company's fiscal year revenue, as reported in its financials. The Revenue Metric is given a weighting of 25% in calculating each participant's bonus. In the event that the actual fiscal year Revenue Metric achieves target, each participant will receive 25% of his or her target bonus. Each participant will receive greater or less than the 25% of target bonus to the extent the Revenue Metric exceeds or is less than the revenue target. Payout range is zero to 2x target (i.e., 0% to 50% of target annual bonus).

(b) Earnings Metric: The Earnings Metric consists solely of an Adjusted EBITDA Metric. The Adjusted EBITDA Metric has been determined by the Committee to be fiscal year net income as reported by the Company in its financials, plus (i) net interest expense, (ii) provision for income taxes, (iii) depreciation and amortization, (iv) option expenses, (v) foreign exchange effect from Patterson exclusivity fee revaluation, (vi) refinancing expenses, (vii) foreign exchange effect from intra-group loans, (viii) non-cash gain/loss on foreign exchange derivatives, (ix) release of the Patterson exclusivity fee (x) and other special items set forth by the Compensation Committee (historically, special items have been: write-off of IPR&D and expenses related to refinancing or secondary offerings by Luxco) less a gain from a patent infringement settlement. The Earnings Metric is given an overall weight of 75%. If the fiscal year Adjusted EBITDA Metric achieves target, each participant will receive 75% of his or her target bonus. Each participant will receive greater or less than the 75% of target bonus to the extent the Adjusted EBITDA Metric exceeds or is less than the adjusted EBITDA target. Payout range is zero to 2x target (i.e., 0% to 150% of target annual bonus).

The bonus awards for all participants in the Executive Plan are calculated with the same method: Fiscal year cash bonus = bonus earned due to actual fiscal year Revenue Metric performance + bonus earned due to actual fiscal year Adjusted EBITDA Metric performance. There are no elements of individual performance considered in determining any award.

The Compensation Committee determined for fiscal 2013 that the target bonus amounts were:

-
- Mr. Slovin: 100% of base salary (upon appointment to CEO)
-

- Ms. Blank: 70% of base salary

-

- Mr. Petersohn: 63% of base salary

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Consistent with Sirona's compensation philosophy, target bonus amounts are within +/-15% of the market 65th percentile.

Revenue Metric. Each participant would earn 25% of his or her target bonus if actual fiscal year 2013 revenue achieved target of \$1,075 million. Each participant would earn greater or less than 25% of target bonus as set forth below, with all other points determined on a straight line basis. Revenue attainment below \$1,050 million would yield zero payout and revenue above \$1,140 million would result in a capped payout of 2x target.

Fiscal 2013 Revenue	% of Target Bonus	
Below \$1,050 million	0	%
\$1,050 million	12.5	%
\$1,075 million	25	%
\$1,117 million	37.5	%
\$1,140 million	50	%
Greater than \$1,140 million	50	%