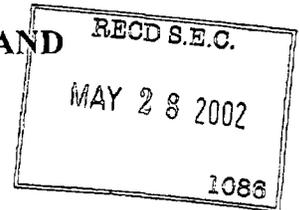


UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM F-X

APPOINTMENT OF AGENT FOR SERVICE OF PROCESS AND  
UNDERTAKING



A. Name of issuer or person filing ("Filer"):

<sup>AB</sup>  
NOBEL BIOCARE HOLDING AG

B. This is [check one]:

an original filing for the Filer.

an amended filing for the Filer.



5-78284

C. Identify the filing in conjunction with which this form is being filed:

Name of registrant: NOBEL BIOCARE HOLDING AG

Form type: Form CB

File number (if known): (Not Applicable)

Filed by: NOBEL BIOCARE HOLDING AG

Date filed (if filed

concurrently, so indicate): May 28, 2002

(concurrent with filing of Form CB)

PROCESSED

JUL 02 2002

THOMSON  
FINANCIAL

D. The Filer is incorporated or organized under the laws of

Switzerland

and has its principal place of business at

Othmarstrasse 8  
CH-8008  
Zurich, Switzerland  
Telephone: 46 31 81 88 29

E. The Filer designates and appoints Nobel Biocare USA, Inc. (the "Agent"), located at:

22715 Savi Ranch Parkway  
Yorba Linda, CA 92687  
USA  
Telephone: (714) 282-6515

as the agent of the Filer upon whom may be served any process, pleadings, subpoenas, or other papers in:

- (a) Any investigation or administrative proceeding conducted by the Commission; and
- (b) Any civil suit or action brought against the Filer or to which the Filer has been joined as defendant or respondent, in any appropriate court in any place subject to the jurisdiction of any State or of the United States, or of any of its territories or possessions, or of the District of Columbia, where the investigation, proceeding or cause of action arises out of or relates to or concerns (i) any offering made or purported to be made in connection with the securities registered or qualified by the Filer on Form CB on May 27, 2002 or any purchases or sales of any security in connection therewith; (ii) the securities in relation to which the obligation to file an annual report on Form 40-F arises, or any purchases or sales of such securities; (iii) any tender offer for the securities of a Canadian issuer with respect to which filings are made by the Filer with the Commission on Schedule 13E-4F, 14D-1F or 14D-9F; or (iv) the securities in relation to which the Filer acts as trustee pursuant to an exemption under Rule 10a-5 under the Trust Indenture Act of 1939. The Filer stipulates and agrees that any such civil suit or action or administrative proceeding may be commenced by the service of process upon, and that service of an administrative subpoena shall be effected by service upon, such agent for service of process, and that service as aforesaid shall be taken and held in all courts and administrative tribunals to be valid and binding as if personal service thereof had been made.

F. The Filer stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filer discharges the Agent or the Agent is unwilling or unable to accept service on behalf of the Filer at any time until six years have elapsed following the effective date of the latest amendment to such Form CB. The Filer further undertakes to advise the Commission promptly of any change to the Agent's name or address during the applicable period by amendment of this Form, referencing the file number of the relevant form in conjunction with which the amendment is being filed.

G. The Filer undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the Form CB, the securities to which the Form CB relates, and the transactions in such securities.

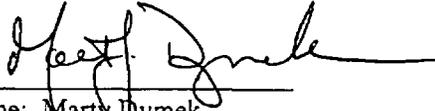
The Filer certifies that it has duly caused this power of attorney, consent, stipulation and agreement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Zurich in the country of Switzerland, this 27<sup>th</sup> day of May, 2002.

Filer: NOBEL BIOCARE HOLDING AG

By: Heliane Canepa  
Name: Heliane Canepa  
Title: President

This statement has been signed by the following person in the capacity indicated on May 27, 2002.

NOBEL BIOCARE USA, INC., as Agent  
for Service of Process for Nobel Biocare  
Holding AG

By:   
Name: Marty Dymek  
Title: President, Nobel Biocare USA, Inc.

On May 27, 2002, before me, Kathleen Schuman, Notary Public, personally appeared Marty Dymek, personally known to me, to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and the entity upon behalf of which the person acted, executed the instrument.

  
Kathleen Schuman  
Notary Public  
Commission Number 1338326



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NOBEL BIOCARE HOLDING AG  
SECRETARY'S CERTIFICATE

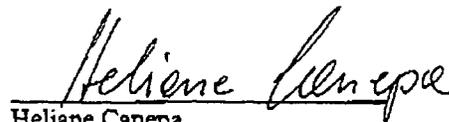
I, Michaela Ahlberg, do hereby certify that I am the Secretary of Nobel Biocare Holding AG, a company incorporated under the laws of Switzerland ("Nobel Biocare"), and do hereby further certify that, attached hereto as Exhibit A, is a true, correct and complete copy of the resolutions of the Board of Directors of Nobel Biocare dated as of May 26, 2002, and such resolutions have not been modified, amended or rescinded and remains in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 27<sup>th</sup> day of May, 2002.

  
\_\_\_\_\_  
Michaela Ahlberg  
Secretary

I, Heliane Canepa, President of Nobel Biocare, do hereby certify that Michaela Ahlberg is, and has been at all times since and including May 26, 2002, the duly elected and qualified Secretary of Nobel Biocare and that the signature set forth above is her genuine signature.

IN WITNESS WHEREOF, I have executed this Certificate as of the 27<sup>th</sup> day of May, 2002.

  
\_\_\_\_\_  
Heliane Canepa  
President

NOBEL BIOCARE HOLDING AG  
RESOLUTIONS OF THE BOARD OF DIRECTORS

May 26, 2002

WHEREAS, the Board of Directors of Nobel Biocare Holding AG, a company incorporated under the laws of Switzerland (the "Company"), has approved the proposed offer (the "Offer") by the Company to the shareholders of Nobel Biocare AB, a company incorporated under the laws of Sweden (the "Old Company"), to acquire all of the shares of the Old Company in exchange for newly issued shares of the Company;

WHEREAS, the Offer is being extended into the United States in reliance upon the exemptions set forth in Rule 14d-1(c) promulgated under the Securities Exchange Act of 1934, as amended, and Rule 802 promulgated under the Securities Act of 1933, as amended, pursuant to which certain forms must be furnished by the Company to the Securities and Exchange Commission (the "SEC") in connection with the Offer;

NOW, THEREFORE, BE IT RESOLVED, that, Heliane Canepa, hereby is, authorized, in the name of and on behalf of the Company, to prepare, execute and furnish to, or file with, the SEC, as the case may be: (i) a Tender Offer Notification on Form CB; (ii) an Appointment of Agent for Service of Process and Undertaking on Form F-X; and (iii) any and all other documents required to be furnished to, or filed with, the SEC in connection with the Offer.



A handwritten signature in black ink, consisting of several overlapping, sweeping strokes, positioned above a horizontal dotted line.

Hans.Jörg Graf  
Director of the Board

NOBEL BIOCARE USA, INC.  
SECRETARY'S CERTIFICATE

I, Alan Becker, do hereby certify that I am the Secretary of Nobel Biocare USA, Inc., a company incorporated under the laws of California ("Nobel Biocare USA"), and do hereby further certify that, attached hereto as Exhibit A, is a true, correct and complete copy of the resolutions of the Board of Directors of Nobel Biocare USA dated as of May 26, 2002, and such resolutions have not been modified, amended or rescinded and remains in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 27<sup>th</sup> day of May, 2002.

  
Alan Becker  
Secretary

I, Marty Dymek, President of Nobel Biocare USA, do hereby certify that Alan Becker is, and has been at all times since and including May 26, 2002, the duly elected and qualified Secretary of Nobel Biocare USA and that the signature set forth above is his genuine signature.

IN WITNESS WHEREOF, I have executed this Certificate as of the 27<sup>th</sup> day of May, 2002.

  
Marty Dymek  
President

I hereby certify that  
this is a true copy.  
Michael Aulberg  
General Counsel

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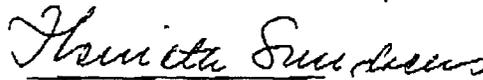
ACTION BY WRITTEN CONSENT  
OF  
THE BOARD OF DIRECTORS OF  
OF  
NOBEL BIOCARE USA, INC.  
(a California corporation)

Under and in accordance with Section 814.5 of the California General Corporation Law and the Bylaws of the Company, the undersigned, constituting all of the members of the Board of Directors of Nobel Biocare USA, Inc., a California corporation (the "Company"), waiving all notice, hereby execute this instrument, or a counterpart hereof, to evidence their consent to the taking of the actions set forth herein, and the adoption of the following preambles and resolutions without the holding of a meeting:

RESOLVED, that, Marty Dymek, President of the Company, or any other proper officer of the Company be, and each of them acting alone hereby is, authorized, in the name of and on behalf of the Company, to prepare and execute for filing with the Securities and Exchange Commission (the "SEC") an Appointment of Agent for Service of Process and Undertaking on Form F-X and any and all other documents required to be furnished to, or filed with, the SEC in connection with the offer by Nobel Biocare Holding AG, a company incorporated under the laws of Switzerland, to the shareholders of Nobel Biocare AB, a company incorporated under the laws of Sweden, to acquire all of the shares of Nobel Biocare AB in exchange for newly issued shares of Nobel Biocare Holding AG.

IN WITNESS WHEREOF, the undersigned, being all of the directors of the Company, have executed this Action by written consent on this 26<sup>th</sup> day of May, 2002.

  
Heliane Canepa

  
Harrieth Sundaeus