



Invitation to the 2019 Annual General Meeting of Lonza Group Ltd

Ladies and Gentlemen

The Board of Directors of Lonza Group Ltd (Lonza) is pleased to invite you to the Annual General Meeting to be held on:

Thursday, 18 April 2019, at 10:00 am CEST (doors open at 9:00 am CEST)
at the Congress Center Messe Basel, Messeplatz 21, 4058 Basel, Switzerland

Agenda

1. Annual Report, Consolidated Financial Statements and Financial Statements of Lonza

The Board of Directors **proposes** approval of the Annual Report, the Consolidated Financial Statements and the Financial Statements of Lonza for the 2018 financial year.

2. Consultative Vote on the Remuneration Report

The Board of Directors **proposes** approval of the Remuneration Report 2018 (consultative vote).

Explanation:

The Remuneration Report 2018 is included in the Lonza Annual Report 2018 (annualreport.lonza.com/2018/remuneration). It provides information on the compensation system and the remuneration paid to the Board of Directors and the Executive Committee for the 2018 financial year. The Board of Directors has decided, in accordance with the Swiss Code of Best Practice for Corporate Governance, to submit the Remuneration Report to shareholders for a separate consultative vote in addition to the binding approvals of compensation under agenda items 8 and 9.

The purpose of the Remuneration Report is to inform shareholders about the Board of Directors and Executive Committee compensation systems, policies, practices and associated changes (e.g. minimum shareholding requirement), as well as the compensation paid to the respective bodies as approved by the shareholders at the 2018 Annual General Meeting.

Lonza is committed to a high degree of transparency. Lonza is further committed to disclose in the Remuneration Report the targets and achievements (e.g. CORE¹) at the end of each performance period for the annual Short-Term Incentive Plan (STIP; annualreport.lonza.com/2018/remuneration) as well as the three-year Long-Term Incentive Plan (LTIP; annualreport.lonza.com/2018/remuneration). The criteria for both plans are linked to key financial metrics. Any prior disclosure would provide insights into confidential and strategic considerations that could threaten Lonza's competitive advantage. Through this approach Lonza aims to protect the interests of the company and its shareholders by disclosing respective targets only after the completion of a plan period.

3. Discharge of the Members of the Board of Directors and the Executive Committee

The Board of Directors **proposes** that the members of the Board of Directors and the Executive Committee be granted discharge for the 2018 financial year.

4. Appropriation of Available Earnings / Reserves from Capital Contribution

Proposal of the Board of Directors:

Balance Sheet Profit		
Available earnings brought forward	CHF	1,562,511,342
Profit for the year	CHF	639,612,612
Available earnings at the disposal of the Annual General Meeting	CHF	2,202,123,954
Available earnings carry-forward	CHF	2,202,123,954

Reserve Capital Contributions		
Legal capital reserves qualified as reserves from capital contributions	CHF	2,882,051,469
Reserves from capital contribution	CHF	2,882,051,469
Payment of a dividend (out of reserves from capital contributions) of CHF 2.75 (2017: CHF 2.75) per share on the share capital eligible for dividend of CHF 74,246,157 ² (2017: CHF 74,466,154)	CHF	(204,176,932)
Available reserves from capital contribution carry-forward	CHF	2,677,874,537

Explanation:

If the above proposal for appropriation of available earnings and distribution of reserves from capital contribution is approved, the dividend of CHF 2.75 per share (as repayment from reserves from capital contribution) will be paid without deduction of Swiss withholding tax in accordance with Art. 5 para. 1bis of the Federal Law on Withholding Tax. The last trading day with entitlement to receive the dividend is 23 April 2019. As from 24 April 2019 (ex-date), the shares will be traded ex-dividend. The dividend will be payable from 26 April 2019.

1 For the definition of "CORE" results, please refer to Financial Highlights of Company Section of the Annual Report 2018. The concept of "CORE" results has been applied consistently in all Lonza financial reports since 2013 and in the guidance provided to the market.

2 Depending on the amount of share capital eligible for dividend on the record date of 25 April 2019. No dividend will be paid out on shares held by the company.

5. Re-Elections to the Board of Directors and the Nomination and Compensation Committee

All members of the Board of Directors except for Antonio Trius will stand for re-election.

5.1 Re-Elections to the Board of Directors

The Board of Directors proposes the re-election of the following individuals to the Board of Directors each for a further one-year term until completion of the Annual General Meeting 2020:

- a) Patrick Aebischer;
- b) Werner Bauer;
- c) Albert M. Baehny;
- d) Angelica Kohlmann;
- e) Christoph Mäder;
- f) Barbara Richmond;
- g) Margot Scheltema;
- h) Jürgen Steinemann;
- i) Olivier Verscheure.

Explanation:

Re-elections will be held individually. Detailed biographical data of the candidates for re-election can be found on www.lonza.com/board or in the Corporate Governance Report.

5.2 Re-Election of the Chairperson of the Board of Directors

The Board of Directors **proposes** the re-election of Albert M. Baehny as Chairperson of the Board of Directors for a one-year term until completion of the Annual General Meeting 2020.

Explanation:

According to Article 16 of Lonza's Articles of Association, the General Meeting shall elect the Chairperson of the Board of Directors for a one-year term of office until completion of the next Annual General Meeting.

5.3 Re-Elections to the Nomination and Compensation Committee

The Board of Directors **proposes** the re-election of the following individuals to the Nomination and Compensation Committee each for a further one-year term until completion of the Annual General Meeting 2020:

- a) Angelica Kohlmann;
- b) Christoph Mäder;
- c) Jürgen Steinemann.

Explanation:

Re-elections will be held individually. According to Article 20 para. 2 of Lonza's Articles of Association, the General Meeting shall elect the members of the Nomination and Compensation Committee for a one-year term of office until completion of the next Annual General Meeting.

The Board of Directors intends to re-elect Christoph Mäder as Chairperson of the Nomination and Compensation Committee.

6. Re-Election of the Auditors

The Board of Directors **proposes** the re-election of KPMG Ltd, Zurich, Switzerland, as auditors for the 2019 financial year.

Explanation:

The 2018 Lonza Group consolidated financial statement audit was performed by KPMG AG (Zurich). Michael Blume, born 1971, who is a licensed audit expert and a partner with KPMG AG, led the 2018 Lonza Group audit. As the current lead auditor, he has been in place for five years. Under Swiss law, the lead auditor is subject to rotation after seven years. The Audit and Compliance Committee of the Board of Directors periodically reviews the audit company and auditors and after careful consideration is proposing KPMG for re-election in 2019.

7. Re-Election of the Independent Proxy

The Board of Directors **proposes** the re-election of Daniel Plüss as the independent proxy for a one-year term until completion of the Annual General Meeting 2020.

Explanation:

According to Article 7 para. 2 letter b) of Lonza's Articles of Association, the General Meeting shall elect the independent proxy for a one-year term of office until completion of the next Annual General Meeting.

Daniel Plüss, born 1968, is an attorney-at-law and a partner in the law firm of ThomannFischer in Basel (CH). He graduated from the University of Zurich (CH) and holds an LL.M. degree from the University of Bern (CH).

8. Compensation of the Board of Directors

The Board of Directors **proposes** approval of the maximum aggregate amount of compensation of the Board of Directors for the period from the Annual General Meeting 2019 to the Annual General Meeting 2020 of up to CHF 2,860,000.

Explanation:

Why this approval?

This approval is a prospective and binding vote according to Article 22 para. 1 letter a) of Lonza's Articles of Association. It allows shareholders to approve the aggregate maximum compensation of the Board of Directors for the forthcoming term of office.

How is the proposed maximum amount calculated?

This maximum amount has been derived from adding the following components:

- Gross fixed compensation of CHF 2,640,000, based on the gross board membership fees (CHF 200,000 per director), the chair fee (CHF 600,000), the committee membership fees (CHF 40,000 per member) and the committee chair fees (CHF 80,000 per chairpersonship) for nine board members proposed for re-election under agenda item 5.1. The board compensation will be paid in four installments, 50% in cash and 50% in shares. The number of shares will be determined based on the average closing share price of the last five trading days of each quarter, the first time at the end of June 2019. Those shares are blocked for a period of three years and are eligible for dividend. For further details on the board compensation, please refer to the Lonza Remuneration Report 2018 (annualreport.lonza.com/2018/remuneration);
- Mandatory employer contributions to social security of approximately CHF 120,000;
- A reserve of CHF 100,000 for unforeseen events has been included in the proposed maximum amount. The Board of Directors will only make use of this reserve amount in exceptional circumstances (e.g. possible changes in social security contributions).

The fixed compensation above is expected to remunerate all activities to be performed by the board members.

Does the proposed maximum amount represent an increase compared with the previous reference period?

Compared with the budget approved by the shareholders at the Annual General Meeting 2018 for the previous reference period (Annual General Meeting 2018 to Annual General Meeting 2019), the maximum amount proposed represents a potential decrease of 8%. The reason for the decrease is the reduction of the number of members of the Board of Directors from 10 to 9. The Board of Directors' fees remain unchanged compared with the previous period.

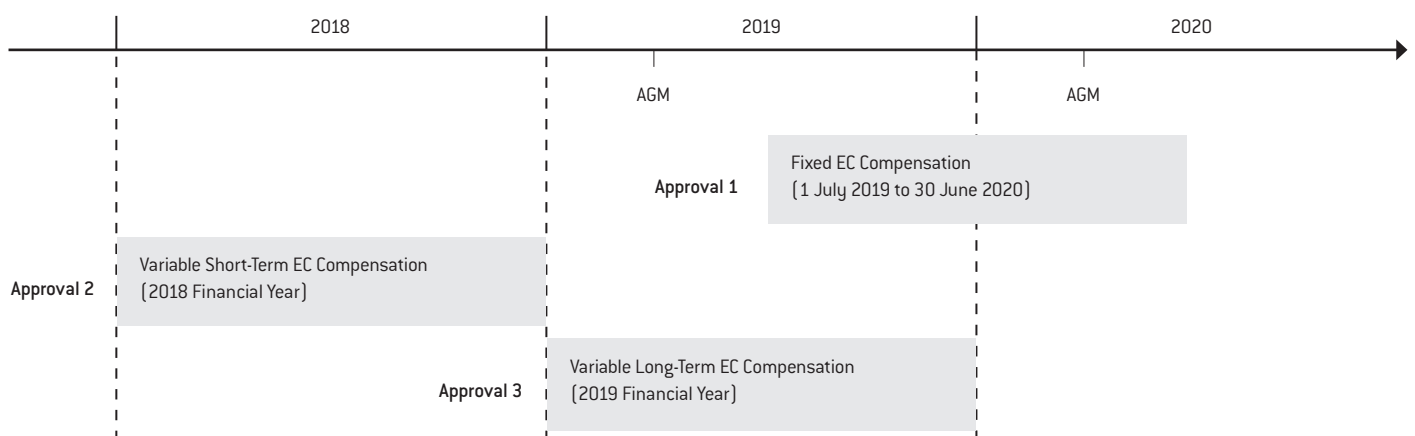
Will the effective pay-out be disclosed?

The actual pay-out to the members of the Board of Directors for the term of office from the Annual General Meeting 2019 to the Annual General Meeting 2020 will be disclosed in the Remuneration Reports 2019 and 2020. Please note, the Board compensation disclosed in the Remuneration Report reflects the total amount for the full year (January to December) of the applicable year, while the Annual General Meeting budget request reflects the period between Annual General Meetings (April to April).

9. Compensation of the Executive Committee

The approval of the compensation of the members of the Executive Committee (EC) is divided into three separate votes:

1. The first approval relates to the maximum **fixed compensation** of the members of the Executive Committee for the period from 1 July 2019 to 30 June 2020 (prospective budget approval);
2. The second approval relates to the **variable short-term compensation** to be paid to the members of the Executive Committee under the company's Short-Term Incentive Plan (STIP) for the 2018 financial year (retrospective approval);
3. The third approval relates to the maximum **variable long-term compensation** granted to the members of the Executive Committee under the company's Long-Term Incentive Plan (LTIP) for the 2019 financial year (prospective budget approval).



The Board of Directors proposed at the 2018 AGM compensation changes for the Executive Committee: In 2018 the fixed compensation for 2018 was frozen for the next three years, and incentive plans were combined with strengthened clawback provisions for the variable compensation and increased minimum shareholding requirements. This compensation structure will strengthen the alignment with Lonza's long-term strategy, as well as ensure focus on shareholder interests.

9.1 Maximum Aggregate Amount of Fixed Compensation of the Executive Committee

The Board of Directors **proposes** the approval of the maximum aggregate amount of fixed compensation of the Executive Committee for the period from 1 July 2019 to 30 June 2020 of up to CHF 5,002,900.

Explanation:

Why this approval?

This approval is a prospective, binding vote according to Article 22 para. 1 letter b) of Lonza's Articles of Association. It allows shareholders to approve the aggregate maximum fixed compensation of the Executive Committee (EC) for the forthcoming period.

How is the proposed maximum amount calculated?

This maximum amount has been derived from adding the following components:

- Gross base salaries of CHF 3,470,000 as of 1 July 2019. This gross amount reflects the following:
 - a) the four EC members;
 - b) the retiring CEO according to the EC agreement and including a notice period of twelve months;
- Total employer contributions to social security and pension fund of CHF 865,850;
- Other benefits (such as car allowance, tuition fees, etc.) of CHF 317,050;
- A reserve of CHF 350,000 for unforeseen events has been included in the proposed maximum amount. The Board of Directors will only make use of the reserve amount in exceptional circumstances (e.g. possible changes in social security contributions, new allocation of responsibilities among existing EC members, etc.).

Does the proposed maximum amount represent a change compared with the previous reference period?

Compared with the budget approved by the shareholders at the Annual General Meeting 2018 (CHF 5,526,000) for the previous reference period (1 July 2018 to 30 June 2019), the proposed aggregate maximum amount represents a potential decrease of 9.5%. The main reasons are the following:

- A lower number of EC Members versus previous year (down from 5 to 4 members);
- The salaries of EC members already part of the Executive Committee in 2018 were frozen, except in the case of a promotion (CEO) as communicated at the 2018 AGM.

Will the effective pay-out be disclosed?

The actual fixed compensation paid out to the EC members for the period from 1 July 2019 until 30 June 2020 will be disclosed in the Remuneration Report 2019 and in the Remuneration Report 2020.

9.2 Aggregate Amount of Variable Short-Term Compensation of the Executive Committee

The Board of Directors **proposes** approval of the aggregate amount of variable short-term compensation under the Short-Term Incentive Plan (STIP) of the Executive Committee for the 2018 financial year in the amount of CHF 5,230,400.

Explanation:

Why this approval?

This approval is a retrospective, binding vote according to Article 22 para. 1 letter c) of Lonza's Articles of Association. It allows shareholders to approve the aggregate variable short-term compensation of the Executive Committee. This retrospective vote on the variable short-term compensation of the Executive Committee for the 2018 financial year provides for optimal accountability toward the shareholders and fully implements the notion of "say on pay".

How is the proposed amount calculated?

This amount results from the addition of the following components:

- Cash STIP of CHF 4,833,500;
- Total employer contributions to social security and pension fund of CHF 396,900.

For more details on the proposed STIP pay-out (including targeted percentage of base salary, performance metrics, achievement and the link between pay and performance), please refer to Section 4.6 of the Lonza Remuneration Report 2018.

Does the proposed amount represent an increase compared with the previous reference period?

Compared with the STIP for the 2017³ financial year, the proposed STIP amount for the 2018 financial year represents a decrease of 14.4%. This decrease results from an overall lower performance achievement between 2017 and 2018. Lonza's achievement was 200% in 2017 compared with 140.1% in 2018.

Will the effective pay-out be disclosed?

The proposed amount corresponds to the effective pay-out (subject to approval by the Annual General Meeting 2019) as disclosed in the Lonza Remuneration Report 2018.

9.3 Maximum Aggregate Amount of Variable Long-Term Compensation of the Executive Committee

The Board of Directors **proposes** the approval of the maximum aggregate amount of variable long-term compensation under the Long-Term Incentive Plan of the company (LTIP) of the Executive Committee for the financial year 2019 of up to CHF 13,432,700.

Explanation:

Why this approval?

This approval is a binding vote according to Article 22 para. 1 letter d) of Lonza's Articles of Association. It allows shareholders to approve the aggregate maximum variable long-term compensation of the Executive Committee (EC) under the LTIP for the current financial year. The LTIP 2019 is an equity-based plan under which equity awards are granted to EC members in 2019. Those equity awards will only vest after a three-year vesting period if the predetermined performance metrics are fully or partially met as of year-end 2021. If the performance metrics are not met, no LTIP equity award will vest.

3 The STIP 2017 amounted to CHF 6,109,900. See Section 4.3 of the Lonza Remuneration Report 2018 under "Aggregate Compensation of the Executive Committee".

How is the proposed maximum amount calculated?

This maximum amount results from the addition of the following components:

- Maximum value under the LTIP 2019 is CHF 12,777,800, assuming 200% maximum target achievement. The value of the LTIP 2019 at target (100%) would amount to CHF 6,388,900. The number of LTIP equity awards to be granted is calculated according to the closing share price as of the last trading day of January 2019 (31 January 2019, CHF 261.90). The LTIP targeted percentage of the base salary of each EC member is 125% and of the CEO 150%. At the vesting date three years from grant, the CEO and EC members may receive between 0% and 200% of the number of equity awards granted depending on the achievement of predetermined performance metrics (CORE EPS and ROIC during the performance period, each weighted at 50%). For transparency reasons Lonza has decided to use for the proposed amount under this agenda item 9.3 the maximum vesting at 200% at market value, i.e. a maximum compensation of CHF 12,777,800;
- Estimated maximum total employer contributions to social security of CHF 654,900 were calculated at grant date at maximum vesting of 200%.

Why CORE EPS and ROIC?

Based on feedback from our investors, CORE Earnings Per Share (CORE EPS) and the new metric of Return on Invested Capital (ROIC) were defined in 2018 as LTIP targets to serve as the most appropriate indicators of Lonza's strategic success. With the pay-out value directly linked to these key financial metrics, these two measures focus the EC members and senior management on long-term targets and further align Lonza's financial performance with the investors' valuation and the interests of Lonza. The value of the LTIP will be ultimately driven by the share price at the time of pay-out, further linking the LTIP to the interests of the shareholders.

What are the predetermined performance metrics?

For CORE EPS:

- CORE EPS is an internal, sensitive financial target. For competitive and ad hoc publicity reasons, Lonza does not disclose at this stage the absolute CORE EPS target at year-end 2021. The target was recommended by the Nomination and Compensation Committee and approved by the Board of Directors on 28 January 2019 to approximate the CORE EPS required to meet Lonza's challenging strategic goals and support Lonza's mid-term plan. If the target is reached, 100% of the equity awards granted under the CORE EPS vesting condition will vest. In the event that the maximum defined target level were to be achieved, 200% of the equity awards granted under the CORE EPS vesting conditions would vest;
- The minimum threshold to be reached at year-end 2021 is determined by the Nomination and Compensation Committee and is approved by the Board of Directors. It was determined to approximate 112% of the CORE EPS of the threshold set for the performance target for the LTIP 2018 – 2020. If such a level of CORE EPS is reached, 50% of the equity awards granted under the CORE EPS vesting conditions will vest;
- The maximum was determined to be above the prorated 2022 Mid-Term Guidance and is a double-digit percentage figure above the threshold.

For Return on Invested Capital (ROIC):

- In line with ongoing investor consultations, as outlined during the 2018 half-year results and in line with Lonza's Mid-Term guidance, the second of two long-term incentive performance indicators is ROIC;

- ROIC, return on invested capital, is defined as adjusted net operating profit after tax divided by invested capital. This measures the return the company generates on its investments both organic (e.g. capital projects such as the biological manufacturing of IBEX® Solutions in Visp (CH), expansion of single-use bioreactors in Singapore, and cell and gene therapy in Portsmouth, NH and Houston, TX (USA)) and inorganic expansion (e.g. goodwill and intangibles from acquisitions). The measure is a reflection of the effect of decisions taken by EC members and senior management over the course of the LTIP plan period;
- The minimum threshold was determined by the Nomination and Compensation Committee and is approved by the Board of Directors to approximate 110% of the ROIC threshold compared with the LTIP 2018 performance target to be reached at year-end 2021;
- If the minimum threshold is not reached, 0% of the equity awards granted under the ROIC vesting conditions will vest. In the event that the maximum defined target level were to be achieved, 200% of the equity awards granted under the ROIC vesting conditions would vest;
- The maximum was determined to be above the prorated 2022 Mid-Term Guidance and is close to a double-digit percentage figure above the threshold.

Does the proposed maximum amount represent an increase compared with the previous reference period?

The proposed maximum LTIP budget is calculated on the basis of a 200% achievement of the two long-term KPI's (CORE EPS and ROIC). For the financial year 2019 this represents a maximum potential increase of 30.4%, compared with the maximum LTIP budget approved at the AGM 2018 (CHF 10,302,300) for the financial year 2018. When comparing the maximum LTIP budget for the roles of CEO, CFO and two COOs, there is an actual decrease in the proposed maximum LTIP budget of 20.9%. The maximum LTIP budget proposal for 2019 does not only include the four current EC members, but also the two retiring ones which leads to a total of six EC members exceptionally included for 2019. The increase is also driven by the changes in Annual Base Salary, implemented in 2018, following approval by the Shareholders at the AGM 2018.

Furthermore, the targets of the incoming CEO were adjusted, following his promotion, in line with the previous CEO's targets. We would like to reiterate the freeze of Annual Base Salaries for EC members (except for promotions), implemented as an outcome of the AGM 2018. Additionally, increased minimum shareholding requirements for CEO and EC members have been implemented, from 2 to 3 times Annual Base Salary for CEO and from 1 to 2 times Annual Base Salary for EC members. Lastly, in order to ensure the long-term alignment of company and shareholder interests as well as to balance risk and reward, the claw back provisions were enhanced in 2018 to cover instances of misconduct, material misstatement of performance and performance calculation errors.

A potential vesting of 200% of the LTIP equity awards granted would require the achievement at year-end 2021 of CORE EPS and ROIC at challenging levels versus our 2022 Mid-Term Guidance (pro rata). As shown in the past, Lonza has consistently set challenging LTIP targets in application of the pay-for-performance principle. Targets and target achievement will be fully disclosed in the Remuneration Report 2021.

Will the effective pay-out be disclosed?

The details of the actual equity award grants will be disclosed in the Remuneration Report 2019. The actual vesting level of the equity award grants and the absolute LTIP targets for the LTIP 2019 will be disclosed in the Remuneration Report 2021 – the year the LTIP vests. Lonza is committed to submitting the Remuneration Report every year to a consultative vote at the Annual General Meeting. Shareholders will thus have the opportunity to vote on the effective vesting level under the LTIP 2019 and the absolute LTIP targets for the LTIP 2019.

10. Renewal of Authorized Capital

The Board of Directors **proposes** to renew the authorized capital in the amount of CHF 7,500,000, corresponding to 7,500,000 registered shares with a nominal value of CHF 1.00 each, until 6 May 2021. The Board of Directors shall be entitled to issue shares under the authorized and conditional share capital cumulatively only in a maximum amount of CHF 7,500,000. The new article 4ter of the Articles of Association shall be submitted for registration with the Register of Commerce of Basel-Stadt on or after 7 May 2019.

The Board of Directors therefore **proposes** the following article 4ter of the Articles of Association, which shall be submitted for registration with the Register of Commerce of Basel-Stadt on or after 7 May 2019:

“Article 4ter

Authorized Capital

- 1 The Board of Directors shall be authorized to increase, at any time until 6 May 2021, the share capital of the Company through the issuance of a maximum of 7,500,000 fully paid-in registered shares with a par value of CHF 1 each up to a maximum aggregate amount of CHF 7,500,000.
- 2 The issue price, the beginning of the entitlement to dividends and the kind of non-cash contributions shall be determined by the Board of Directors.
- 3 The Board of Directors is authorized to restrict or to suspend the subscription rights of the shareholders wholly or in part:
 - a) in the event of issuance of shares for the participation of strategic partners;
 - b) for the takeover of companies, parts of companies, participations or intellectual property rights or for the financing and/or refinancing of such transactions;
 - c) for granting an over-allotment option (“greenshoe”) of up to 20% of the preceding offer to the lead managers in connection with a placement of shares at market price;
 - d) for raising capital in a fast and flexible manner, which would hardly be achievable without the exclusion of the statutory subscription rights of the existing shareholders; or
 - e) for other valid reasons in the sense of Art. 652b para. 2 of the Swiss Code of Obligations.If subscription rights are granted, but not exercised, the Board of Directors may use the respective shares in the interest of the Company.
- 4 The new shares shall be subject to the restrictions of Article 6 of these Articles of Association”.

Explanation:

Article 4ter of the Articles of Association authorizes the Board of Directors to increase the share capital by issuing up to 7,500,000 fully paid-in registered shares with a par value of CHF 1 each by a maximum aggregate amount of CHF 7,500,000 until 25 April 2019. To maintain flexibility, the Board of Directors proposes to renew the authorized capital at the same conditions as the previous one until 6 May 2021. The proposed amount of the authorized capital of CHF 7,500,000 corresponds to 10% of the current share capital. The Board of Directors is entitled to issue shares under the authorized and conditional share capital cumulatively only up to an overall maximum aggregate nominal amount of CHF 7,500,000. As the authorized capital is valid for a period of two years from the date of entry in the Register of Commerce, the Board of Directors proposes that the new article 4ter of the Articles of Association shall be submitted for registration with the Register of Commerce of Basel-Stadt on or after 7 May 2019 to ensure that the authorized capital is valid until the Annual General Meeting of Lonza currently expected to be held on 6 May 2021.

Documentation and Attendance Procedures

Documentation

The Annual Report 2018, which includes the Remuneration Report, is available as of today at the company's head office at Muenchensteinerstrasse 38, 4002 Basel, Switzerland. In addition, shareholders may consult the online Annual Report 2018 following the link: annualreport.lonza.com/2018 or through the Investorportal platform (see explanations below). Please note that the Annual Report 2018 is available only in English.

Registration and Admission Ticket

Shareholders entered into the share register with the right to vote by **4 April 2019, 5:00 pm (CEST)**, are entitled to participate in the Annual General Meeting 2019. Shareholders who sell their shares prior to the Annual General Meeting 2019 are no longer entitled to vote. Shareholders who intend to personally attend the Annual General Meeting 2019 are kindly asked to return the enclosed order form or use the Investorportal platform for the admission ticket and voting material. The admission ticket and voting material will be mailed as of **5 April 2019**.

Power of Attorney

If you cannot attend our Annual General Meeting 2019 in person, you may arrange (by using the enclosed order form and power of attorney) to be represented by:

- a) your legal representative or another shareholder entitled to vote; or
- b) the current independent proxy, Daniel Plüss, LL.M., Attorney-at-Law, c/o ThomannFischer, Elisabethenstrasse 30, P.O. Box 632, 4010 Basel, Switzerland.

In this case, you are requested to send your written instructions regarding votes and elections to Daniel Plüss or use the Investorportal platform.

Deadline for Completed Order Form and Power of Attorney

Please note that the order form and power of attorney must be in the hands of Daniel Plüss by **16 April 2019, 5:00 pm (CEST)**, at the latest.

Use of Investorportal Platform

Shareholders may use the Investorportal online platform. By using the Investorportal online platform, shareholders may electronically order their ticket of admission and documentation or give their voting instructions to the independent proxy. To open an Investorportal account, please refer to the separate Investorportal explanations attached. Instructions can be issued electronically to the independent proxy until **16 April 2019, 5:00 pm (CEST)**.

Language

The Annual General Meeting will be held in German and English with simultaneous translation into English and German respectively.

Basel, 7 March 2019

On behalf of the Board of Directors

Albert M. Baehny

Chairperson

Annexes

- Order form and power of attorney
- Letter regarding electronic submission of proxies through the Investorportal platform