

Lonza Group Ltd, Basel

Votes and Elections at the

**Annual General Meeting of the Shareholders,
Held on Friday, 22 April 2016, from 10.00 to 12.00 am,
at the Congress Center Messe Basel, Basel**

Chairpersonship: Dr. Rolf Soiron

I. Agenda

1. Annual Report, Consolidated Financial Statements and Financial Statements of Lonza Group Ltd
2. Consultative Vote on the Remuneration Report
3. Discharge of the Members of the Board of Directors and the Executive Committee
4. Appropriation of Available Earnings / Reserves from Capital Contributions
5. Re-Elections to the Board of Directors and the Nomination and Compensation Committee
 - 5.1 Re-Elections to the Board of Directors
 - 5.2 Election to the Board of Directors
 - 5.3 Re-Election of the Chairperson of the Board of Directors
 - 5.4 Re-Elections and Election to the Nomination and Compensation Committee
6. Re-Election of the Auditors
7. Re-Election of the Independent Proxy
8. Compensation of the Board of Directors
9. Compensation of the Executive Committee
 - 9.1 Maximum Aggregate Amount of Fixed Compensation of the Executive Committee
 - 9.2 Aggregate Amount of Variable Short-Term Compensation of the Executive Committee
 - 9.3 Maximum Aggregate Amount of Variable Long-Term Compensation of the Executive Committee

II. Presence (at 10.10 am)

202 shareholders/proxies, representing **31,652,668** registered shares as follows:

- Daniel Plüss, Independent Proxy:	31,479,899 registered shares
- Other Shareholders:	172,769 registered shares

III. Votes and Elections

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

The Board of Directors proposes the approval of the Annual Report, the Consolidated Financial Statements and the Financial Statements of Lonza Group Ltd for the financial year 2015.

- Yes:	99.44%
- No:	0.03%
- Abstention:	0.53%

2. Consultative Vote on the Remuneration Report

The Board of Directors proposes the approval of the Remuneration Report 2015 (consultative vote).

- Yes:	95.81%
- No:	2.99%
- Abstention:	1.11%

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 financial year 2015.

- Yes:	98.37%
- No:	0.96%
- Abstention:	0.67%

4. Appropriation of Available Earnings / Reserves from Capital Contributions

Proposal of the Board of Directors:

Balance Sheet Profit

Available earnings brought forward	CHF	1 517 771 183
Profit for the year	CHF	94 071 700
Treasury shares	CHF	(50 527 872)
Available earnings at the disposal of the Annual General Meeting	CHF	1 561 315 011
Available earnings carry-forward	CHF	1 561 315 011

Reserve Capital Contributions

Legal capital reserves qualified as reserves from capital contributions	CHF	374 645 313
Payment of a dividend (out of reserves from capital contributions) of CHF 2.50 per share on the share capital eligible for dividend of CHF 52 282 635*	CHF	(130 706 588*)
Carry-forward of reserves from capital contributions	CHF	243 938 725

Summary

Available earnings carry-forward	CHF	1 561 315 011
Carry-forward of reserves from capital contributions	CHF	243 938 725
Total amount carry-forward of available earnings and reserves from capital contributions	CHF	1 805 253 736

*Depending on the amount of share capital eligible for dividend on the record date of 27 April 2016. No dividend will be paid out on shares held by the Company.

- Yes:	99.90%
- No:	0.02%
- Abstention:	0.08%

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

All members of the Board of Directors 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 2017:

- a) Patrick Aebischer,
- b) Werner Bauer,
- c) Thomas Ebeling,
- d) Jean-Daniel Gerber,
- e) Barbara Richmond,
- f) Margot Scheltema,
- g) Rolf Soiron,
- h) Jürgen Steinemann, and
- i) Antonio Trius.

Re-Election **Patrick Aebischer**:

- Yes:	99.47%
- No:	0.19%
- Abstention:	0.25%

Re-Election **Werner Bauer**:

- Yes:	99.13%
- No:	0.46%
- Abstention:	0.32%

Re-Election **Thomas Ebeling**:

- Yes:	96.82%
- No:	2.80%
- Abstention:	0.29%

Re-Election **Jean-Daniel Gerber**:

- Yes:	99.23%
- No:	0.30%
- Abstention:	0.38%

Re-Election **Barbara Richmond:**

- Yes:	99.55%
- No:	0.11%
- Abstention:	0.25%

Re-Election **Margot Scheltema:**

- Yes:	99.42%
- No:	0.17%
- Abstention:	0.32%

Re-Election **Rolf Soiron:**

- Yes:	98.19%
- No:	1.37%
- Abstention:	0.35%

Re-Election **Jürgen Steinemann:**

- Yes:	99.06%
- No:	0.55%
- Abstention:	0.30%

Re-Election **Antonio Trius:**

- Yes:	99.49%
- No:	0.13%
- Abstention:	0.29%

5.2 Election to the Board of Directors

The Board of Directors proposes the election of Christoph Mäder to the Board of Directors for a one-year term until completion of the Annual General Meeting 2017.

- Yes:	99.05%
- No:	0.81%
- Abstention:	0.14%

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

The Board of Directors proposes the re-election of Rolf Soiron as Chairperson of the Board of Directors for a further one-year term until completion of the Annual General Meeting 2017.

- Yes:	98.43%
- No:	1.34%
- Abstention:	0.23%

5.4 Re-Elections and Election to the Nomination and Compensation Committee

The Board of Directors proposes the re-election, the election respectively, of the following individuals to the Nomination and Compensation Committee each for a one-year term until completion of the Annual General Meeting 2017:

- a) Thomas Ebeling,
- b) Jean-Daniel Gerber,
- c) Christoph Mäder, and
- d) Jürgen Steinemann.

Re-Election of **Thomas Ebeling** to the Nomination and Compensation Committee:

- Yes:	96.73%
- No:	2.85%
- Abstention:	0.33%

Re-Election of **Jean-Daniel Gerber** to the Nomination and Compensation Committee:

- Yes:	99.27%
- No:	0.37%
- Abstention:	0.27%

Election of **Christoph Mäder** to the Nomination and Compensation Committee:

- Yes:	99.51%
- No:	0.30%
- Abstention:	0.19%

Re-Election of **Jürgen Steinemann** to the Nomination and Compensation Committee:

- Yes:	99.02%
- No:	0.63%

- Abstention:	0.26%
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6. Re-Election of the Auditors

The Board of Directors proposes the re-election of KPMG Ltd, Zurich, as auditors for the financial year 2016.

- Yes:	97.30%
- No:	2.50%
- Abstention:	0.11%

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 2017.

- Yes:	99.76%
- No:	0.00%
- Abstention:	0.24%

8. Compensation of the Board of Directors

The Board of Directors proposes the approval of the maximum aggregate amount of compensation of the Board of Directors for the period from the Annual General Meeting 2016 to the Annual General Meeting 2017 of up to CHF 2,955,000.

- Yes:	98.61%
- No:	0.57%
- Abstention:	0.73%

9. Compensation of the Executive Committee

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 2016 to 30 June 2017 of up to CHF 4,019,000.

- Yes:	98.09%
- No:	1.52%
- Abstention:	0.30%

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

The Board of Directors proposes the approval of the aggregate amount of variable short-term compensation under the Short-Term Incentive Plan of the Company (STIP) of the Executive Committee for the financial year 2015 in the amount of CHF 3,308,000.

- Yes:	98.43%
- No:	1.12%
- Abstention:	0.36%

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 2016 of up to CHF 5,670,400.

- Yes:	93.26%
- No:	6.35%
- Abstention:	0.30%

End of the Annual General Meeting 12.05 pm