

## Lonza Group Ltd, Basel (CH)

### Votes and Elections at the

**Annual General Meeting of the Shareholders,  
held on Thursday, 5 May 2022, from 10.00 am to 10.30 am,  
at Muenchensteinerstrasse 38, 4002 Basel (CH)**

**Chairman: Albert M. Baehny**

Due to the COVID-19 pandemic and in line with the applicable COVID-19 regulations,  
the AGM 2022 was conducted without the presence of shareholders.

Shareholders were invited and encouraged to vote through the independent proxy.

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#### **I. Agenda**

1. Annual Report, Consolidated Financial Statements and Financial Statements of Lonza
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 Contribution
5. Re-Elections and Elections to the Board of Directors and the Nomination and Compensation Committee
  - 5.1 Re-Elections to the Board of Directors
  - 5.2 Elections to the Board of Directors
  - 5.3 Re-Election of the Chairman of the Board of Directors
  - 5.3 Re-Elections 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 10.00 am)

ThomannFischer, Attorneys at Law and Notaries, Christian Hochstrasser, as Independent Proxy:	33,179,173 registered shares
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## III. Votes and Elections

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

The Board of Directors proposed the approval of the Annual Report, the Consolidated Financial Statements and the Financial Statements of Lonza Group Ltd for the financial year 2021.

The Annual General Meeting approved the proposal as follows:

- Yes:	99.72%
- No:	0.08%
- Abstention:	0.20%

### 2. Consultative Vote on the Remuneration Report

The Board of Directors proposed the approval of the Remuneration Report 2021 (consultative vote).

The Annual General Meeting approved the proposal as follows:

- Yes:	85.86%
- No:	13.86%
- Abstention:	0.28%

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

The Board of Directors proposed that the members of the Board of Directors and the Executive Committee be granted discharge for the financial year 2021.

The Annual General Meeting approved the proposal as follows:

- Yes:	97.96%
- No:	1.28%
- Abstention:	0.76%

### 4. Appropriation of Available Earnings / Reserves from Capital Contribution

Proposal of the Board of Directors:

Balance Sheet Profit	
Available earnings brought forward	CHF 3,389,663,927
Profit for the year	CHF 2,345,334,132
<b>Available earnings at the disposal of the Annual General Meeting</b>	<b>CHF 5,734,998,059</b>
Payment of a dividend (out of available earnings brought forward) in 2021 of CHF 1.50 per share on the share capital eligible for dividend, currently estimated to be CHF 74,189,129 <sup>1</sup>	CHF (111,283,694)
<b>Available earnings carry-forward</b>	<b>CHF 5,623,714,365</b>
Reserves from Capital Contributions	
Legal capital reserves qualified as reserves from capital contributions	CHF 2,463,921,215
<b>Reserves from capital contribution</b>	<b>CHF 2,463,921,215</b>
Payment of a dividend (out of reserves from capital contributions) in 2021 of CHF 1.50 per share on share capital eligible for dividend, currently estimated to be CHF 74,189,129 <sup>1</sup>	CHF (111,283,694)
<b>Reserves from capital contributions carry-forward</b>	<b>CHF 2,352,637,522</b>
Proposed payment of a dividend out of available earnings brought forward	CHF 111,283,694
Proposed payment of a dividend out of reserves from capital contributions	CHF 111,283,694
<b>Total proposed payment of a dividend</b>	<b>CHF 222,567,388</b>

<sup>1</sup> Depending on the amount of share capital eligible for dividend on the record date of 10 May 2022. No dividend will be paid out on shares held by the company.

The Annual General Meeting approved the proposal as follows:

- Yes:	99.77%
- No:	0.13%
- Abstention:	0.10%

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

All members of the Board of Directors except for Werner Bauer and Dorothee Deuring stood for re-election.

### 5.1 Re-Elections to the Board of Directors

The Board of Directors proposed 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 2023:

- a) Albert M. Baehny,
- b) Angelica Kohlmann,
- c) Christoph Mäder,
- d) Barbara Richmond,
- e) Jürgen Steinemann,
- f) Olivier Verscheure.

The Annual General Meeting voted as follows:

#### Re-Election **Albert M. Baehny**:

- Yes:	84.81%
- No:	12.16%
- Abstention:	3.03%

#### Re-Election **Angelica Kohlmann**:

- Yes:	96.69%
- No:	0.22%
- Abstention:	3.09%

#### Re-Election **Christoph Mäder**:

- Yes:	94.98%
- No:	1.99%
- Abstention:	3.03%

Re-Election **Barbara Richmond:**

- Yes:	95.91%
- No:	1.05%
- Abstention:	3.04%

Re-Election **Jürgen Steinemann:**

- Yes:	96.66%
- No:	0.30%
- Abstention:	3.04%

Re-Election **Olivier Verscheure:**

- Yes:	96.73%
- No:	0.22%
- Abstention:	3.05%

## 5.2 Elections to the Board of Directors

The Board of Directors proposed the election of Marion Helmes and Roger Nitsch to the Board of Directors each for a one-year term until completion of the Annual General Meeting 2023. Both candidates would join as independent members of the Board of Directors.

The Annual General Meeting voted as follows:

Election **Marion Helmes:**

- Yes:	93.85%
- No:	3.04%
- Abstention:	3.11%

Election **Roger Nitsch:**

- Yes:	96.72%
- No:	0.16%
- Abstention:	3.12%

### 5.3 Re-Election of the Chairman of the Board of Directors

The Board of Directors proposed the re-election of Albert M. Baehny as Chairman of the Board of Directors for a further one-year term until completion of the Annual General Meeting 2023.

The Annual General Meeting voted as follows:

- Yes:	87.53%
- No:	12.32%
- Abstention:	0.15%

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

The Board of Directors proposed the re-election of the following individuals to the Nomination and Compensation Committee each for a one-year term until completion of the Annual General Meeting 2023:

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

The Annual General Meeting voted as follows:

Re-Election of **Angelica Kohlmann** to the Nomination and Compensation Committee:

- Yes:	96.29%
- No:	0.60%
- Abstention:	3.11%

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

- Yes:	95.34%
- No:	1.61%
- Abstention:	3.05%

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

- Yes:	96.19%
- No:	0.75%
- Abstention:	3.06%

## 6. Re-Election of the Auditors

The Board of Directors proposed the re-election of KPMG Ltd, Zurich (CH), as auditors for the financial year 2022.

The Annual General Meeting voted as follows:

- Yes:	82.96%
- No:	16.92%
- Abstention:	0.12%

## 7. Re-election of the Independent Proxy

The Board of Directors proposed the re-election of ThomannFischer, Attorneys at Law and Notaries, Elisabethenstrasse 30, 4010 Basel (CH), as the independent proxy for a one-year term until completion of the Annual General Meeting 2023.

The Annual General Meeting voted as follows:

- Yes:	98.90%
- No:	1.01%
- Abstention:	0.09%

## **8. Compensation of the Board of Directors**

The Board of Directors proposed the approval of the maximum aggregate amount of compensation of the Board of Directors for the period from the Annual General Meeting 2022 to the Annual General Meeting 2023 of up to CHF 2'918'000.

The Annual General Meeting approved the proposal as follows:

- Yes:	98.61%
- No:	1.10%
- Abstention:	0.29%

## **9. Compensation of the Executive Committee**

### **9.1 Maximum Aggregate Amount of Fixed Compensation of the Executive Committee**

The Board of Directors proposed the approval of the maximum aggregate amount of fixed compensation of the Executive Committee for the period from 1 July 2022 to 30 June 2023 of up to CHF 6'468'565.

The Annual General Meeting approved the proposal as follows:

- Yes:	97.87%
- No:	1.80%
- Abstention:	0.33%



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

The Board of Directors proposed the approval of the aggregate amount of variable short-term compensation under the Short-Term Incentive Plan (STIP) of the Executive Committee for the 2021 financial year in the amount of CHF 4'911'812.

The Annual General Meeting approved the proposal as follows:

- Yes:	94.89%
- No:	4.77%
- Abstention:	0.34%

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

The Board of Directors proposed the approval of the maximum aggregate amount of variable long-term compensation under the Long-Term Incentive Plan (LTIP) of the company of the Executive Committee for the financial year 2022 of up to CHF 11'096'828.

The Annual General Meeting approved the proposal as follows:

- Yes:	93.85%
- No:	5.81%
- Abstention:	0.34%

End of the Annual General Meeting 10.30 am.