

Lonza Group Ltd, Basel (CH)

Votes and Elections at the

Annual General Meeting of the Shareholders,  
held on Tuesday, 28 April 2020, from 10.00 am to 10.30 am,  
at Muenchensteinerstrasse 38, 4002 Basel (CH)

Chairperson: Albert M. Baehny

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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 Contributions
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 Chairperson of the Board of Directors
  - 5.4 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)

Daniel Plüss, Independent Proxy:	44,965,404 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 2019.

The Annual General Meeting approved the proposal as follows:

- Yes:	99.65%
- No:	0.06%
- Abstention:	0.29%

### 2. Consultative Vote on the Remuneration Report

The Board of Directors proposed the approval of the Remuneration Report 2019 (consultative vote).

The Annual General Meeting approved the proposal as follows:

- Yes:	89.75%
- No:	9.98%
- Abstention:	0.27%

### 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 2019.

The Annual General Meeting approved the proposal as follows:

- Yes:	98.20%
- No:	0.74%
- Abstention:	1.06%

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

Proposal of the Board of Directors:

Balance Sheet Profit		
Available earnings brought forward	CHF	2,202,123,954
Profit for the year	CHF	567,960,057
<b>Available earnings at the disposal of the Annual General Meeting</b>	<b>CHF</b>	<b>2,770,084,011</b>
Payment of a dividend (out of available earnings brought forward) in 2019 of CHF 1.375 per share on the share capital eligible for dividend of CHF 74,288,802 <sup>1</sup>	CHF	(102,147,103)
<b>Available earnings carry-forward</b>	<b>CHF</b>	<b>2,667,936,908</b>
Reserves from Capital Contributions		
Legal capital reserves qualified as reserves from capital contributions	CHF	2,677,762,695
<b>Reserves from capital contribution</b>	<b>CHF</b>	<b>2,677,762,695</b>
Payment of a dividend (out of reserves from capital contributions) of CHF 1.375 per share on the share capital eligible for dividend of CHF 74,288,802 <sup>2</sup>	CHF	(102,147,103)
<b>Reserves from capital contributions carry-forward</b>	<b>CHF</b>	<b>2,575,615,592</b>
Proposed payment of a dividend out of available earnings brought forward	CHF	102,147,103
Proposed payment of a dividend out of reserves from capital contributions	CHF	102,147,103
<b>Total proposed payment of a dividend</b>	<b>CHF</b>	<b>204,294,206</b>

The Annual General Meeting approved the proposal as follows:

- Yes:	99.82%
- No:	0.12%
- Abstention:	0.06%

#### 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 Patrick Aebischer and Margot Scheltema 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 2021:

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

The Annual General Meeting voted as follows:

### Re-Election **Werner Bauer**:

- Yes:	99.47%
- No:	0.46%
- Abstention:	0.07%

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

- Yes:	93.20%
- No:	5.83%
- Abstention:	0.97%

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

- Yes:	99.65%
- No:	0.28%
- Abstention:	0.07%

### Re-Election **Christoph Mäder**:

- Yes:	98.76%
- No:	1.17%
- Abstention:	0.07%

Re-Election **Barbara Richmond:**

- Yes:	99.77%
- No:	0.16%
- Abstention:	0.07%

Re-Election **Jürgen Steinemann:**

- Yes:	99.06%
- No:	0.76%
- Abstention:	0.18%

Re-Election **Olivier Verscheure:**

- Yes:	99.45%
- No:	0.48%
- Abstention:	0.07%

## 5.2 Elections to the Board of Directors

The Board of Directors proposed the election of the following individuals to the Board of Directors, each for a one-year term until completion of the Annual General Meeting 2021:

- a) Dorothee Deuring, and
- b) Moncef Slaoui.

The Annual General Meeting voted as follows:

Election **Dorothee Deuring:**

- Yes:	99.70%
- No:	0.18%
- Abstention:	0.12%

Election **Moncef Slaoui:**

- Yes:	99.23%
- No:	0.64%
- Abstention:	0.13%

### 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 2021.

The Annual General Meeting voted as follows:

- Yes:	92.97%
- No:	6.16%
- Abstention:	0.87%

### 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 2021:

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

The Annual General Meeting voted as follows:

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

- Yes:	99.01%
- No:	0.82%
- Abstention:	0.17%

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

- Yes:	98.23%
- No:	1.71%
- Abstention:	0.06%

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

- Yes:	98.94%
- No:	0.89%
- Abstention:	0.17%

## 6. Re-Election of the Auditors

The Board of Directors proposed the re-election of KPMG Ltd, Zurich, as auditors for the financial year 2020.

The Annual General Meeting voted as follows:

- Yes:	88.86%
- No:	11.07%
- Abstention:	0.07%

## 7. Election of the Independent Proxy

The Board of Directors proposed the election of ThomannFischer, Attorneys at Law and Notaries, Elisabethenstrasse 30, 4010 Basel, Switzerland, as the independent proxy for a one-year term until completion of the Annual General Meeting 2021.

The Annual General Meeting voted as follows:

- Yes:	99.93%
- No:	0.03%
- Abstention:	0.04%

## 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 2020 to the Annual General Meeting 2021 of up to CHF 2,926,600.

The Annual General Meeting approved the proposal as follows:

- Yes:	97.05%
- No:	2.61%
- Abstention:	0.34%

## **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 2020 to 30 June 2021 of up to CHF 5,830,000.

The Annual General Meeting approved the proposal as follows:

- Yes:	95.73%
- No:	3.93%
- Abstention:	0.34%

### **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 2019 financial year in the amount of CHF 4,048,800.

The Annual General Meeting approved the proposal as follows:

- Yes:	97.70%
- No:	1.96%
- 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 2020 of up to CHF 11,953,100.



The Annual General Meeting approved the proposal as follows:

- Yes:	89.31%
- No:	10.33%
- Abstention:	0.36%

End of the Annual General Meeting 10.30 am.