

Lonza Group Ltd, Basel (CH)

Votes and Elections at the

Annual General Meeting of the Shareholders,
held on Thursday, 18 April 2019, from 10.00 am to 11:05 pm,
at the Congress Center Messe Basel, Basel (CH)

Chairperson: Albert Baehny

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 to the Board of Directors and the Nomination and Compensation Committee
 - 5.1 Re-Elections to the Board of Directors
 - 5.2 Re-Election of the Chairperson 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
10. Renewal of Authorized Capital

II. Presence (at 10.01 am)

312 **shareholders/proxies**, representing 44'678'297 registered shares as follows:

- Daniel Plüss, Independent Proxy:	44'550'342 registered shares
- Other Shareholders:	127'955 registered shares

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 2018.

The Annual General Meeting approved the proposal as follows:

- Yes:	99.69%
- No:	0.06%
- Abstention:	0.25%

2. Consultative Vote on the Remuneration Report

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

The Annual General Meeting approved the proposal as follows:

- Yes:	88.90%
- No:	10.77%
- Abstention:	0.33%

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 2018.

The Annual General Meeting approved the proposal as follows:

- Yes:	98.86%
- No:	0.56%
- Abstention:	0.58%

4. Appropriation of Available Earnings / Reserves from Capital Contributions

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 ¹ (2017: CHF 74,466,154)	CHF	(204,176,932)
Available reserves from capital contribution carry-forward	CHF	2,677,874,537

The Annual General Meeting approved the proposal as follows:

- Yes:	99.89%
- No:	0.01%
- Abstention:	0.10%

¹ 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 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 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 und
- i) Olivier Verscheure.

The Annual General Meeting voted as follows:

Re-Election **Patrick Aebischer**:

- Yes:	99.49%
- No:	0.38%
- Abstention:	0.13%

Re-Election **Werner Bauer**:

- Yes:	99.78%
- No:	0.10%
- Abstention:	0.12%

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

- Yes:	99.47%
- No:	0.33%
- Abstention:	0.20%

Re-Election **Angelica Kohlmann**:

- Yes:	99.53%
- No:	0.33%
- Abstention:	0.14%

Re-Election **Christoph Mäder:**

- Yes:	99.76%
- No:	0.10%
- Abstention:	0.14%

Re-Election **Barbara Richmond:**

- Yes:	99.73%
- No:	0.10%
- Abstention:	0.17%

Re-Election **Margot Scheltema:**

- Yes:	99.44%
- No:	0.31%
- Abstention:	0.25%

Re-Election **Jürgen Steinemann:**

- Yes:	78.56%
- No:	21.07%
- Abstention:	0.37%

Re-Election **Olivier Verscheure:**

- Yes:	99.74%
- No:	0.08%
- Abstention:	0.18%

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

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

The Annual General Meeting voted as follows:

- Yes:	99.31%
- No:	0.42%
- Abstention:	0.27%

5.3 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 2020:

- 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:	97.80%
- No:	2.06%
- Abstention:	0.14%

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

- Yes:	97.98%
- No:	1.88%
- Abstention:	0.14%

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

- Yes:	86.08%
- No:	13.73%
- Abstention:	0.19%

6. Re-Election of the Auditors

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

The Annual General Meeting voted as follows:

- Yes:	96.92%
- No:	2.96%
- Abstention:	0.12%

7. Re-Election of the Independent Proxy

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

The Annual General Meeting voted as follows:

- Yes:	99.94%
- No:	0.01%
- Abstention:	0.05%

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 2019 to the Annual General Meeting 2020 of up to CHF 2 860 000.

The Annual General Meeting approved the proposal as follows:

- Yes:	95.40%
- No:	4.19%
- Abstention:	0.41%

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 2019 to 30 June 2020 of up to CHF 5 002 900.

The Annual General Meeting approved the proposal as follows:

- Yes:	97.11%
- No:	2.53%
- Abstention:	0.36%

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 of the Executive Committee under the Short-Term Incentive Plan (STIP) of the company for the financial year 2018 in the amount of CHF 5 230 400.

The Annual General Meeting approved the proposal as follows:

- Yes:	96.40%
- No:	2.84%
- Abstention:	0.76%

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 of the Executive Committee under the Long-Term Incentive Plan (LTIP) of the company for the financial year 2019 of up to CHF 13 432 700.

The Annual General Meeting approved the proposal as follows:

- Yes:	90.98%
- No:	8.25%
- Abstention:	0.77%

10. Renewal of Authorized Capital

The Board of Directors proposed 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 proposed 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”.

The Annual General Meeting approved the proposal as follows:

- Yes:	98.99%
- No:	0.95%
- Abstention:	0.06%

The proposal thus achieved the required qualified majority (two-thirds of the voting rights represented at the Annual General Meeting and an absolute majority of the nominal value of shares represented).

End of the Annual General Meeting 11.05 pm.