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Letter from the Chairman of the Nomination and Compensation Committee



Christoph MäderChairman of the Nomination and Compensation Committee

Dear Shareholders,

In my role as Chairman of the Nomination and Compensation Committee (NCC) and on behalf of its fellow members, I am pleased to introduce our 2021 Remuneration Report, which adheres to the Swiss Ordinance Against Excessive Compensation for stock exchange listed companies. In this report, we outline the current compensation policies and the decisions made in relation to 2021 compensation for the Executive Committee of Lonza.

We continue to be grateful for the active engagement and time with our shareholders, the investor community and proxy advisors in 2021. It helps to ensure we continue our open and transparent dialogue. Our discussions during 2021 covered matters relating to changes to the Executive Committee, the implementation of environment, social and governance (ESG) compensation measures into executive compensation as well as overall Company developments.

2021 Performance Outcomes

Lonza presents strong 2021 performance outcomes which have benefitted the public, shareholders and our employees. The Committee determined that the 2021 Short-term Incentive Plan (STIP) and 2019 – 2021 Long-term Incentive Plan (LTIP) performance targets, performance outcomes and in turn payout levels, did not need to be adjusted to reflect the impact of the continuing pandemic. As such, performance outcomes were measured against the predetermined and originally set performance targets.

The Full-Year 2021 Group results led to above target 2021 performance outcomes. This reflects strong business performance across our four divisions. The Lonza Group performance outcomes against all three performance targets (sales, CORE EBITDA and operational free cash flow) resulted in a proposed STIP payout at 153% of target for the Executive Committee. See page 191 for more details. The relevant STIP performance targets set at the beginning of 2021 factored in Lonza Specialty Ingredients (LSI) as discontinuing operations and hence the performance targets were not required to be updated following the divestment of LSI during 2021.

Overall Group performance in 2021 also had an impact on the 2019 LTIP, which vested at the beginning of 2022 at 193% of target, as a result of above target CORE EPS and ROIC performance over the 2019–2021 three-year performance period. The 2019 LTIP performance targets were assessed factoring in annualized LSI performance achievement.

2021 Committee Activities and Compensation Changes, Including Introduction of ESG

A review of total reward for our Executive Committee was undertaken during 2021 for implementation in 2022. This included benefits, annual bonus and the long-term incentive. The key principles underpinning the review were a need for simplicity and alignment to the ESG priorities at Lonza.

During this review, it was determined that compensation levels and structure were aligned with the market. In addition, a number of decisions were made by the NCC in relation to Executive Compensation policy for 2022 onward, including the introduction of ESG performance measures into the Short-Term Incentive Plan (STIP) for the 2022 performance year. The ESG performance measures set are both quantitative, and therefore measurable, as well as qualitative with the intent of these supporting the achievement of the quantitative targets. They are set as short-term goals within the STIP in order to enable the setting of robust targets that will support Lonza's long-term ambitions. All measures align to Lonza's priority areas linked to the UN Sustainable Development Goals including good health and well-being, climate action, industry, innovation and infrastructure, responsible consumption and production, gender equality, clean water and sanitation and quality education. The NCC commits to providing additional detail on the 2022 performance measures and the relevant performance targets and outcomes on a retrospective basis in the 2022 Remuneration Report.

In 2022, the transportation and medical benefits provided for the Executive Committee will be simplified. Malus will be introduced alongside our existing Clawback policy to add more robust governance to our short and long-term incentive plans. The NCC commits to providing additional and clarifying detail on these changes in the relevant 2022 Remuneration Report.

Following the divestment of LSI in July 2021, the NCC determined that the Executive Committee compensation benchmarking peer groups be revised to exclude any chemical peer companies. This has resulted in a diminished yet more relevant peer group list. The principle of the primary and secondary peer groups remains. The revised peer groups can be found on page 187.

Finally, the Lonza Board of Directors fees were last reviewed over five years ago. Since then the Company has undergone significant structural changes, which also impact the work of the Board of Directors. In addition, the Board of Directors understands the value of stakeholder engagement as well as ESG oversight and respective time required of its directors. The NCC therefore sought to conduct a review of the Lonza Board of Director fee levels. Details of the review and outcomes can be found in the 2022 Invitation to the Annual General Meeting.

Changes to the Executive Committee During 2021

Our Executive Committee went through a number of changes in 2021. Four new members joined the Executive Committee, expanding the Committee to ensure divisional representation. Gordon Bates, President, Small Molecules Division, Claude Dartiguelongue, President, Capsules & Health Ingredients Division, and Jean-Christoph Hyvert, President, Biologics and Cell & Gene Divisions were all appointed to the Executive Committee at the beginning of April 2021. Rodolfo Savitzky stepped down as Chief Financial Officer (CFO) on 30 November 2021. Philippe Deecke followed Rodolfo Savitzky as Chief Financial officer and member of the Executive Committee on 1 December 2021.

All compensation decisions relating to the appointments and departures were made in line with our Executive Compensation Appointment and Termination Policies outlined on page 188.

On behalf of the Nominations and Compensation Committee, I thank our shareholders for the continued dialogue during 2021. We respectfully ask for your endorsement of this 2021 Remuneration Report and approval of Executive Compensation that will be put forward to you at the 2022 Lonza Annual General Meeting.

Yours faithfully, Christoph Mäder

Chairman of the Nomination and Compensation Committee

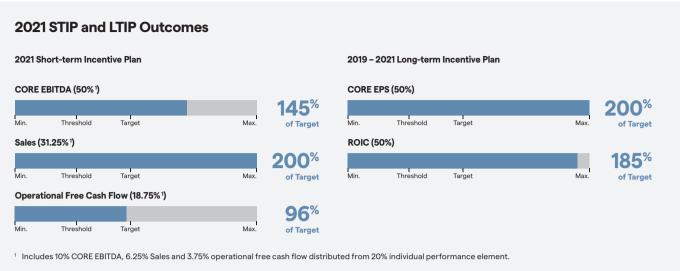
At a Glance

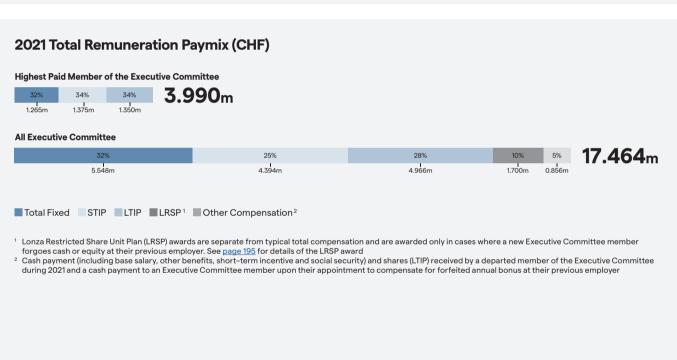
Lonza's approach to compensation is designed to attract and retain talent with competitive compensation programs. Our compensation programs are performance-based, linking employee rewards with company and individual performance. Executive compensation is aligned with the short-term and long-term objectives of the wider business. Results are measured based on the achievement of specific short and long-term objectives,

which are defined to achieve a balance between short-term and long-term outcomes. We encourage strategic decisions that drive competitive advantage but discourage executives from taking unnecessary or excessive risks that may threaten the financial health, reputation or sustainability of the Company.

Base Salary	Benefits	Short-term Incentive Plan	Long-term Incentive Plan	Lonza Restricted Share Plan	Shareholding Guidelines
Fixed amount paid in return for the day to-day duties and responsibilities performed	Post-employment and other benefits to complement Lonza's total compensation offering	Short-term variable compensation component, rewards for annual company and individual performance	Long-term variable compensation component, rewards for long-term company performance. Aligns interests of the Executive with shareholders	Buy-out instrument for Executive Committee members awarded solely in cases where an Executive forgoes certain compensation at their previous employer. Used as a vehicle to support the Executive Committee Appointments Policy and replicates existing vesting schedule at previous employer	Shareholding guidelines to align interests of the Executive with shareholders
Vehicle					
100% cash	Pension and other benefits such as company car / transportation allowance, expense allowances and insurances	100% cash; or 50% cash and 50% equity (until shareholding guidelines are met)	100% vesting subject to a three-year performance period	100% equity subject to a two to five-year time- based vesting period	
Levels					
Consideration for experience of individual; direct role responsibilities; and market levels observed at companies in the relevant industry to Lonza	Aligned with companywide and country specific benefits policies	Target levels: CEO – 100% of salary Other EC – 75% of salary Minimum = 0% of target Maximum = 200% of target	Target levels: CEO – 150% of salary Other EC – 125% of salary Minimum = 0% of target Maximum = 200% of target	Levels set equivalent or less than forgone awards, considering, but not limited to previous employer variables such as historical company performance, volatility and the equity instrument	CEO – 300% of salary Other EC – 200% of salary To be accumulated over 5 years
Performance					
Measures		May be a mix of financial and individual measures, typically with weighting of 80% and 20% respectively 2021 was based on 100% financial measures 50% CORE EBITDA ¹ 31.25% Sales 18.75% Operating free cash flow	50% CORE EPS ¹ 50% ROIC	Sustained performance in role Continued employment	

Remuneration





Board of Directors

Compensation Board of Directors Annual General Meeting (AGM) 2021 to 2022 (excluding social security contributions)

In CHF	Base annual fee	Committee membership fee	Committee Chairperson fee
Chairperson of the Board of Directors 1	600,000	_	_
Board of Directors Member ²	200,000	40,000	80,000
	The additional responsibilities of	f Vice-Chairperson ³ do not attra	act any additional fees
Form of payout	50% in Lonza Group shares and 50% in cash. This is paid in quarterly installments during the 20		
	financial year		

¹ The compensation of the Chairman of the Board of Directors includes compensation as a member of the Innovation and Technology Committee of the Board of Directors. For details on the compensation received for the role of CEO ad interim during 2020 please see the 2020 Remuneration Report

² The compensation for Committee Chairpersons amounts to CHF 280,000 and includes the committee membership fee. In the case of multiple committee memberships, this attracts one committee membership fee only

³ The roles and responsibilities of such Vice-Chairperson are in line with sect. 19 para. 2 of the Swiss Code of Best Practice for Corporate Governance, requiring adequate control mechanisms, and commensurate to such position

Compensation Governance

Rules in the Articles of Association

Lonza's Articles of Association contain rules regarding the approval of compensation by the Shareholders' Meeting (Article 22), the supplementary amount in the event of changes in the Executive Committee (Article 23), compensation of the members of the Board of Directors and the Executive Committee, including the principles applicable to performance-related compensation (Article 24), the agreements with members of the Board of Directors and the Executive Committee (Article 25) and loans to members of the Board of Directors and the Executive Committee (Article 27).

Responsibilities of Board of Directors

As outlined in the <u>Organizational Regulations</u> (Article 2.8), the Board of Directors takes decisions on the following matters:

- 1 The determination of compensation for the members of the Board of Directors in accordance with the Articles of Association
- 2 The proposals to the Shareholders' Meeting regarding approval of the compensation of the Board of Directors and the Executive Committee; and
- 3 The preparation of the Remuneration Report

Responsibilities of the Nominations and Compensation Committee

The Nomination and Compensation Committee (NCC) has the following roles and responsibilities as outlined in the NCC Charter:

- 1 To recommend and review compensation policies and plans for approval by the full Board of Directors
- 2 To review periodically and make recommendations to the Board of Directors regarding any variable incentive and the extent to which the plans meet their objectives
- 3 To advise the Board of Directors on the compensation of its members, to evaluate the performance of the CEO on a regular basis and to determine his/her compensation based on performance and subject to approval of the compensation of the Executive Committee by the Shareholders' Meeting pursuant to the Articles of Association
- 4 To review and approve the compensation proposals for members of the Executive Committee subject to approval by the Shareholders' Meeting pursuant to the Articles of Association
- 5 To recommend to the Board of Directors proposals to be submitted to the Annual Shareholders' Meeting for approval regarding total amounts of compensation of the Board and the Executive Committee pursuant to the Articles of Association
- 6 To support the Board of Directors in preparing the Remuneration Report
- 7 To inform the Board of Directors about compensation policies and programs as well as benchmark compensation of key peer companies; and
- 8 To inform the Board of Directors about the terms of employment for the members of the Executive Committee

The NCC continuously reviews the aspects of executive compensation and compliance with good governance standards and also in light of continuous growth, transformation of the Company and inclusion in the Swiss Market Index (SMI) in 2021.

Shareholders' Meeting

The Shareholders' Meeting approves annually the compensation of the Board of Directors and the Executive Committee in accordance with Article 22 of Lonza's Articles of Association.

External Advisors

Lonza continues to engage with external advisors on an ad hoc basis as required. In 2021, the Committee was provided with external market insight from Agnès Blust Consulting (ABC)¹, Willis Towers Watson (WTW)¹ and Blesi & Papa¹ reflecting a total cost of approximately CHF 120,000. The CHRO and the relevant HR specialists prepare the NCC meeting materials and provide the related materials for such meetings. These individuals have an advisory function without voting rights.

Market Benchmarking

Lonza reviews total compensation for the Executive Committee, wider employees and Board of Directors, through regular benchmarking versus the market, to ensure levels remain competitive to support the retention and attraction of talent. The total compensation (base salary, variable incentives, pension and other benefits) for Executive Committee members in

particular is benchmarked every two to three years against a relevant industry peer group. The Committee revisited the peer groups in 2021 following the divestment of the Specialty Ingredients business and determined that all the chemical companies should be removed. This adjustment resulted in groups of more relevant peers for the purposes of compensation and benefits benchmarking for Lonza going forward. The use of the primary and secondary market benchmarking peer groups remain. The primary peer group now contains European pharmaceutical / CDMO sector businesses of similar size. This peer group continues to serve as the essential reference point. An additional secondary peer group of European pharmaceutical sector businesses of varying size has been added, this allows us to obtain insight on those relevant industry companies which are larger than Lonza, through a secondary reference lens. The Swiss and the US secondary peer groups have been refreshed to include more relevant peers. These secondary peer groups are used as reference points only.

Executive Committee Market Benchmarking Peers Primary peers Secondary peers European life science businesses European life science businesses Swiss companies in wider industries US life science companies of similar size of varying size Grifols S A Baver AG Alcon Inc 3M Company GlaxoSmithKline Plc H. Lundbeck A/S Aryzta AG · Agilent Technologies Inc • Hikma Pharmaceuticals Plc • Grifols S.A. Autoneum Holding AG · Alexion Pharmaceuticals Inc. H Lundbeck A/S Insen S A Barry Callebaut AG Alian Technology Inc. Merck KGaA • Hikma Pharmaceuticals Plc Bucher Industries AG Allergan Plc Novo Nordisk A/S Ipsen S.A. Dufry AG • Avantor Inc. QIAGEN NV Merck KGaA Emmi AG Baxter International Inc Reckitt Benckiser Group Plc Novartis AG Forbo Holding AG Becton, Dickinson and Company Satorious AG Novo Nordisk A/S Geberit AG BioMarin Pharmaceutical Inc. Sieafried Holding AG QIAGEN NV Georg Fischer AG Bio-Rad Laboratories Inc. Smith & Nephew Plc Reckitt Benckiser Group Plc Implenia AG Boston Scientific Corporation Sonova Holding AG Roche Holding AG Logitech International S.A. • Bristol-Myers Squibb Company Teva Pharmaceutical Industries Ltd. Sanofi S A OC Oerlikon Corp. AG. Catalent Inc. Satorious AG Pargesa Holding S.A. • UCB S.A. • Charles River Laboratories International Inc. Siegfried Holding AG • SGS S.A. Vifor Pharma AG • Dentsply Sirona Inc. . Smith & Nephew Plc • Siegfried Holding AG Dickinson and Company Sonova Holding AG Sika AG · Elanco Animal Health Inc. Sonova Holding AG • Teva Pharmaceutical Industries Ltd. • Eli Lilly and Company UCB S.A. Sulzer AG Illumina Inc Vifor Pharma AG Incvte Corporation IQVIA Holdings Inc. • Mettler-Toledo International Inc. Mvlan N.V. • PerkinElmer Inc. • Perrigo Company Plo PRA Health Sciences Inc. • Regeneron Pharmaceuticals Inc. Stryker Corporation Syneos Health Inc. • The Cooper Companies Inc. • Thermo Fisher Scientific Inc. Vertex Pharmaceuticals Incorporated • Waters Corporation • West Pharmaceutical Services Inc. · Zimmer Biomet Holdings Inc. • Zoetis Inc.

¹ WTW have further consulting arrangements with Lonza Human Resources. ABC and Blesi & Papa have no other consulting arrangements

Annual Report 2021

Executive Committee Appointments Policy

In line with mandatory Swiss law, Lonza does not give any "golden handshakes". Total compensation for an incoming Executive Committee member will be directly aligned with the Executive Committee compensation policy (outlined on page 184). The Committee will also consider making equity (LRSP or LTIP) or cash awards in lieu of compensation that the individual has forfeited at their previous employer, as a result of accepting the Lonza appointment. The time horizon, vehicle and value of

any award will be directly informed by the details of the awards being forfeited. In such cases, award levels will be less than the level of the awards being forfeited at the previous employer. Details of any such buyout award for Executive Committee members will be disclosed at the time of grant, in the relevant Remuneration Report.

Executive Committee Termination Policy

The below provisions are in line with the employment agreements for all Executive Committee members.

Termination type	Treatment of compensation
Death, disability and retirement Termination by the Company Without Cause	 Payment of base salary and benefits over the 12-month notice period, except in the case of retirement. In the case of death, this is paid out to the next of kin Pro-rata STIP payment relating to year of termination, measured up to the end of the notice period (payout subject to shareholder vote at the relevant Annual General Meeting) Unvested LTIP awards will be pro-rated, based on number of months employed (including the notic period) during the 36-month performance period (this applies to all outstanding LTIP awards) Unvested LRSP awards will be pro-rated, based on number of months employed (including the notice period) during the relevant vesting period
Resignation by the Executive	 Payment of base salary and benefits over the 12-month notice period No entitlement to STIP award with respect to the plan year in which employment is terminated, except if both of the following occur: Termination is after 31 December of the plan year; and Executive was not released from their obligation to work All unvested LTIP / LRSP awards will lapse
Termination by the Company for Cause	 Payment of base salary and benefits over the 12-month notice period No entitlement to STIP award relating to plan year in which employment is terminated All unvested LTIP / LRSP awards will lapse
Change of Control ¹	 Payment of base salary and benefits up to point of transaction if moving to new entity following transaction or up to the end of the notice period, if terminated by the Company without cause Within 18 months following a change of control, a STIP payment will be made on a pro-rata basis reflecting the period up to the end of the notice period. The payment will also be based on actual (to the extent that it may be determined) or presumed achievement and, if to the extent that the executive is released from an obligation to work, target achievement (100%) will be assumed Unvested LTIP / LRSP awards shall vest immediately and the granted price shall be the price at which the shares are sold in the transaction resulting in the Change of Control

¹⁸⁸

Non-Compete Clause

Under the terms of the employment agreement of the Executive Committee, members whose employment is terminated agree that they will not, for a period of six months for EC members and 12 months for the Chief Executive Officer following the end of the notice period, be partially or fully employed by any entity that materially competes with the Company or any of its businesses. In case of a breach of the non-competition clause, the executive shall pay damages to the Company. As compensation for the period of non-competition, the executive will receive a monthly consideration equal to the executive's last monthly base salary minus any new income the executive earns in the relevant month. The Company may elect to fully or partially release the departing Executive Committee member from this non-competition obligation no later than six months prior to the end of the notice period. This non-compete clause is a standard feature aligning with Swiss Employment Laws.

Clawback

The Lonza Clawback Policy applies to Executive Committee members and covers all new and outstanding variable compensation including STIP, LTIP and LRSP awards. It allows Lonza to recover any relevant compensation from Executive Committee members in instances of gross misconduct, material misstatement of performance and error in calculation of performance, for example.

Shareholding Guidelines

The Committee feels strongly that Executive Committee members and other senior managers should have a defined Lonza shareholding to strengthen their alignment with our shareholders' interests. Lonza operates a minimum shareholding guideline for the Executive Committee and other senior managers. The below minimum shareholding levels are to be achieved within the specified five-year period which begins on the date of commencing the relevant role. Progress towards achieving the guideline levels is measured in January of each calendar year.

Shareholding Guidelines

CEO	300% of base salary
Other Executive Committee members	200% of base salary
Other senior managers	Annual LTIP grant value
Other serilor managers	Annual Em grant value

The NCC periodically reviews the minimum shareholding requirements. No changes were made to these levels during 2021.

Annual Report 2021 Compensation of the Executive Committee 2021

Objective and overview Paid as a fixed amount in return for the performed day-to-day duties and responsibilities. Base salary forms the basis of total compensation Paid out in cash, and reviewed annually, taking into consideration the responsibilities of the position, the personal performance of the Executive Committee member and base salary increases made across the Company No changes to base salary were made for existing Executive Committee members during 2021 Base salary for those appointed to the Executive Committee during 2021 was set taking in consideration the experience of individual, and market levels for the role observed at companies in a relevant industry to Lonza

Benefits	
Objective and overview	 Complements the total compensation offering on a country or market specific basis Includes pension and other benefits such as company car allowance, expense allowance and life and health insurance
2021 implementation	Administered in 2021 in line with Companywide pension and benefits policies

Short-term Incention	ve Plan (STIP)
Objective and overview	 A component of variable compensation provides the potential for an annual incentive payment based on performance or the Group and the executive versus annual targets STIP performance conditions are defined for each financial year ahead of the relevant annual bonus cycle based on the company's short-term objectives, and may be a mix of financial and individual measures, typically with a weighting of 80% and 20% respectively The NCC can apply judgement to determine the mix of financial and individual measures in any given year
Levels	 CEO: 100% of base salary at-target Other Executive Committee members: 75% of base salary at-target Minimum payout is 0% of target levels Maximum payout up to 200% of target levels
Payout method	 100% in cash if shareholder guidelines have been met. See page 189 for details 50% cash and 50% Lonza Group shares when shareholder guidelines have not been met
2021 performance conditions and achievement levels	The 2021 STIP for Executive Committee members was based on 100% financial performance measures with the financial performance results derived from the audited 2021 financial results:

		2021 Group performance targets and outcomes			2021
	Weighting	Target	Maximum	Actual ²	Achievement ³ (% of target)
CORE EBITDA ¹	50.00%	1,574	1,683	1,623	145%
Sales 1	31.25%	4,996	5,239	5,243	200%
Operational free cash flow ¹	18.75%	258	356	251	96%
Total	100.00%	-	-	-	153%

- 1 Includes 10% CORE EBITDA, 6.25% Sales and 3.75% operational free cash flow distributed from 20% individual measures
- Adjusted for divestments, acquisitions, and a downward adjustment for extraordinary one-time events
 2 O21 achievement level (153% of target) includes the downwards adjustment for extraordinary one-time events
- The 2021 STIP will be paid to the eligible Executive Committee members in May 2022 subject to shareholder approval at the 2022 Annual General Meeting

Long-term Incentive Plan (LTIP)

Objective and • Part of the variable compensation component, the LTIP has been designed to align the interests of participants with those of Lonza's shareholders. It also contributes towards the offering of a competitive total reward package Executive Committee members are awarded the conditional right to receive a number of Lonza shares in the future, overview provided that certain performance conditions are achieved over a three-year performance period. The LTIP plan design and performance targets are determined at the beginning of each three-year performance period. Levels CEO: 150% of base salary at target Other Executive Committee members: 125% of base salary at target Minimum payout is 0% of target levels Maximum payout is up to 200% of target levels Payout ranges Payout ranges from 0% to 200% of target opportunity levels Performance Payout (% of target) Minimum 0% Threshold 50% Target 100% Maximum 200%

2019 LTIP award performance conditions and payout

The 2019 LTIP award was granted in 2019 and vested in early 2022 following a three year performance period which was based on the below financial performance metrics:

			2019–2021 L	2019-2021 LTIP performance	
	Weighting	Target	Maximum	Actual	Achievement (% of target)
CORE EPS (earnings per share)	50%	14.4	15.8	16.5	200%
ROIC (return on invested capital)	50%	9.6%	10.5%	10.4%	185%
Total	-	-	-	-	193%

2021 LTIP award

The 2021 LTIP budget value for the Executive Committee was approved by the Board of Directors and submitted to the 2021 AGM. Following shareholders approval at this meeting, the awards were subsequently administered. Similar to previous years, the 2021 LTIP awards include minimum, threshold, target and stretch goals, as outlined above.

This resulted in a payout of 193% of target LTIP levels for Executive Committee members with this award

Performance measures and target setting
The 2021 LTIP awards are subject to CORE EPS and ROIC performance measures, each with an equal weighting. These longthe 2021LIP awards are subject to CORE EPS and ROIC performance measures, each with an equal weighting. These long-term performance measures remain appropriate to measure the long-term performance of Lonza. They align the interests of the Executive Committee with Lonza's financial performance and in turn the interests of our shareholders. The respective performance targets at the threshold (50%), target (100%) and maximum (200%) payout levels were recommended by the Committee and approved by the Board of Directors in January 2021. These financial performance targets for the 2023 year end are commercially sensitive at this time and will not be disclosed publicly until after the awards have vested.

The 2021 LTIP award threshold performance level was determined to be 117% of the CORE EPS threshold performance level for the 2020 LTIP award. The 2021 LTIP maximum performance level was determined to be above the 2023 Guidance and is a double-digit percentage figure above threshold performance levels.

ROIC (return on invested capital) is defined as adjusted net operating profit after tax divided by average invested capital. This measures the return the company generates on its investments for both organic, and inorganic expansion. The measure is a reflection of the effect of decisions taken by Executive Committee members and senior management over the course of the relevant LTIP performance period. The 2021 LTIP award threshold performance level was determined to be 113% of the ROIC threshold performance level set for the 2020 LTIP award. The maximum performance level was determined to be above the 2023 Guidance and is a double-digit percentage figure above threshold performance levels.

Lonza Restricted Share Plan (LRSP)

Objective and overview	 A buy-out instrument for Executive Committee members awarded solely in cases where an Executive forgoes certain compensation at their previous employer. It is used as a vehicle to support the Executive Committee Appointments Policy and replicates existing vesting schedule at previous employer Awards subject to continued employment and sustained performance in role Two to five-year time-based vesting period, depending on the structure of the forgone compensation
Levels	 Levels set less than forgone awards, considering, but not limited to, previous employer variables such as historical company performance, volatility and the equity instrument
Payout method	100% equity following a two to five-year time-based vesting period

Highest Compensation Paid to a Member of the Executive Committee

The table below shows the breakdown of compensation for Pierre-Alain Ruffieux, the new CEO, as the highest-paid Executive Committee member in 2021. The compensation and variable long-term compensation budgets are based on shareholders' approval during the 2021 Annual General Meeting.

Million CHF	2021	2020
Fixed compensation		
Base salary ¹	0.900	0.150
Post-employment benefits/other benefits ²	0.365	0.209
Variable compensation		
Short-term incentive (cash) ³	0.688	0.000
Short-term incentive (shares) ³	0.687	0.000
LTIP (grant value) ⁴	1.350	0.975
LRSP (grant value) ⁵	0.000	2.288
Total	3.990	3.622

- 2021 base salary reflects levels for the CEO. Pierre-Alain Ruffieux, for the full financial year, 2020 reflects levels for Mr. Ruffieux, for the period 1 November to 31 December 2020.
- Social security and pension fund as well as company car and health insurance. The social security and pension fund amounts disclosed on this line represent the full costs of the employer contributions for 2021 and 2020. The table shows the fair value of the other benefits Under the STIP Plan Rules, Pierre-Alain Ruffieux was ineligible to receive a STIP 2020 award
- 4 The fair value in 2021 and 2020 was calculated using base salary and market value at grant date (29 January 2021 and 31 January 2020). It is possible that the eventual value at vesting will be higher or lower (or even zero)
- 5 In line with the Executive Committee Appointments Policy (see page 188), awards were made in 2020 under the Lonza Restricted Share Unit Plan (LRSP), to compensate for time-based equity awards which were forfeited when leaving the previous employer. This award was made in accordance with Article 23 (Supplementary Amount in the Event of Changes in the Executive Committee) of Lonza's Articles of Association. The fair value at grant was calculated using the three trading day average closing share price prior to the grant date. The award will vest after two and three-year periods, subject to continued employment, sustained performance and clawback, under the Clawback Policy

Aggregate Compensation of the Executive Committee

The table below shows the aggregated breakdown of all compensation provided to Executive Committee members¹ in 2021 and 2020.

Million CHF	2021	2020
Fixed compensation		
Base salary ²	3.583	2.264
Post-employment benefits/other benefits ³	1.965	1.069
Variable compensation		
Short-term incentive (cash) 4,5	2.809	1.804
Short-term incentive (shares) ⁶	1.585	0.234
LTIP (grant value) ⁷	4.966	2.931
LRSP (grant value) 8	1.700	2.288
Other compensation ⁹	0.856	3.498
Total	17.464	14.088

- 6.35 members in 2021 and 5.42 members in 2020. Rodolfo Savitzky stepped down from the Executive Committee on 30 November 2021. Claude Dartiguelongue, Gordon Bates and Jean-Christophe Hyvert became Executive Committee members effective 1 April 2021 and Philippe Deecke became an Executive Committee member effective 1 December 2021
- Base salary levels paid for the periods when individuals sat on the Executive Committee during 2021 and 2020 Social security, pension fund and other benefits. The social security and pension fund amounts disclosed on this line represent the full costs of the employer contributions for 2021 and 2020. The table shows the fair value of the other benefits as well as compensation for unused vacation days during past years as a member of the Executive Committee
- The STIP achievement for 2021 was 153% (2020: 187%) and will be paid out in May 2022 subject to shareholders' approval at the 2022 AGM
- All Executive Committee members active prior to 30 April 2020 met the minimum shareholding requirement policy in 2021 (see page 189)

 For those Executive Committee members who are yet to reach the minimum shareholding, the 2021 STIP will be paid out as 50% cash and 50% shares
- The fair value in 2021 and 2020 was calculated using the market value at grant date 29 January 2021 and 31 January 2020 respectively. It is possible that the eventual value at vesting will be higher or lower (or even zero)
- In line with the Executive Committee Appointments Policy (see page 188), an award has been made in 2021 to an Executive Committee member under the Lonza Restricted Share Unit Plan (LRSP), to compensate for time-based equity awards which were forfeited when leaving the previous employer. These awards were made in accordance with Article 23 (Supplementary Amount in the Event of Changes in the Executive Committee) of Lonza's Articles of Association. The fair value at grant was calculated using the three trading day average closing share price prior to the grant date. The award will vest after a two and three year periods, subject to continued employment, sustained performance and clawback, under the Clawback Policy. See page 189 for full details on the award
- 9 Cash payment (including base salary, other benefits, short-term incentive and social security) and shares (LTIP) received by departed members of the Executive Committee during 2021 and 2020 as well as a cash payment for an Active Executive Committee member in lieu of forfeited annual bonus at their previous employer

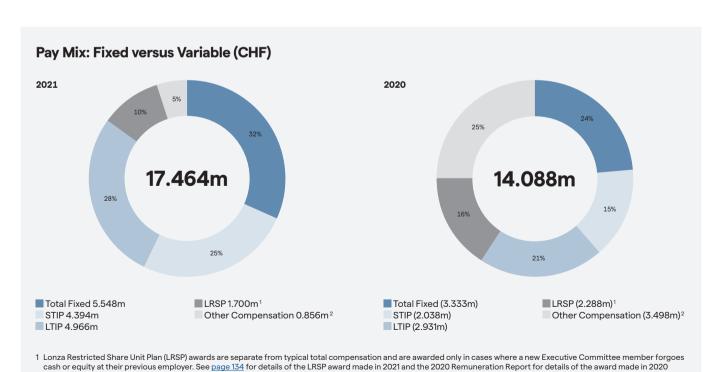
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There was no change to individual base salary levels for Executive Committee members in 2021, however the aggregated base salary levels increased by 58% in 2021, as a result of the increase in Executive Committee members in 2021. There were 6.26 active Executive Committee members in 2021 compared to 4.21 active Executive Committee members in 2020, reflecting the portion of time held by Executive Committee members during each year. The average base salary looks to have increased in 2021 however, Executive Committee base salary levels have not changed. It is a result of comparing to 2020 which reflects below typical levels for the Executive Committee as it includes only two months of the Chief Executive Officer's base salary and the additional fee for Albert Baehny's additional Executive Chairman duties (CHF 400,000 p.a.).

The proposed STIP payments for 2021 are reflective of the 2021 Group financial performance versus the performance targets set, as outlined on page 191 of this report. The performance outcomes result in a proposed payout of 153% of target levels. Despite this lower performance outcome compared to 2020, the 2021 aggregated proposed STIP payout levels reflect a significant increase compared to 2020 (116% increase in 2021 compared to 2020) primarily down to 2021 representing STIP payout for 6.18 members compared to only 2.67 in 2020. The 2021 Executive Committee member representation of 6.18 for the STIP is lower than the Executive Committee member representation for base salary at 6.26 due to the Chief Finance Officer not receiving STIP payout for 2021 as he joined post the STIP eligibility cut off date.

The 2021 LTIP grant value reflects an increase in aggregate levels compared to 2020, albeit there was no change to policy levels during 2021. The difference in value is driven primarily by the increase in the number of Executive Committee members for 2021 compared to 2020 (6.26 members in 2021 compared to 2.83 members in 2020 receiving an award).

No loans or credits were outstanding as of 31 December 2021. During 2021, no payments (or waiver of claims) were made to current or departed Executive Committee members, nor to persons closely linked to them. No member of the Executive Committee benefits materially from any contract between a Lonza company and a third party.



2 Cash payment (including base salary, other benefits, short-term incentive and social security) and shares (LTIP) received by departed members of the Executive Committee during 2021 and 2020. For 2021 it also includes a cash payment to an Executive Committee member made upon their appointment to compensate for forfeited annual bonus

at their previous employer

Appointments to the Executive Committee in 2021

Four appointments were made to the Executive Committee during the year, to strengthen and provide representation of our main Lonza divisions. Claude Dartiguelongue - President, Capsules & Health Ingredients Division, Gordon Bates - President, Small Molecules Division and Jean-Christophe Hyvert - President, Biologics and Cell & Gene Divisions were appointed to the Executive Committee on 1 April 2021. In addition, following the departure of Rodolfo Savitzky, Philippe Deecke was appointed as Chief Financial Officer and member of the Executive Committee on 1 December 2021.

Total compensation was set in line with the Executive Committee Compensation Policy. All relevant pro-rated compensation levels for all new Executive Committee members are included in the aggregated compensation table on page 193. One Executive Committee member received a 2021 award under the Lonza Restricted Share Unit Plan (LRSP), to compensate for time based equity awards which were forfeited when leaving the previous employer.

The LRSP award has a grant value less than the value of the awards forfeited. This was made in accordance with Article 23 (Supplementary Amount in the Event of Changes in the Executive Committee) of Lonza's Articles of Association. 71% of the award (CHF 1,200,000) will vest after two years and the remaining 29% (CHF 500,000) will vest after three years to align with the previous vesting schedule of the forfeited time based equity awards. The full award of is subject to continued employment, sustained individual performance and clawback, under the Clawback Policy outlined on page 189.

The LRSP is an instrument used at the Executive Committee member level solely as a vehicle to support Executive Committee Appointments (see page 192 for further details) in cases where compensation is forfeited at a previous employer and a Lonza buyout award is required. This Executive Committee member received a cash payment upon joining Lonza in lieu of forfeited annual bonus at their previous employer. This cash payment is subject to clawback, under the Clawback Policy outlined on page 189. Under the Lonza policy, no Lonza STIP 2021 payout was received by this Executive Committee member.

Payment to Departed Executive Committee Members in 2021

Rodolfo Savitzky stepped down as Chief Financial Officer and Member of the Executive Committee on 30 November 2021 and his departure is treated in accordance with contractual obligations and in line with applicable plan rules.

No other payments (or waiver of claims) were made to former Executive Committee members in 2021.

Compensation Compared to the Lonza Workforce

Existing Executive Committee members did not receive a base salary increase in July 2021. This is in comparison to the wider Lonza workforce who received an average base salary increase of 1.25% as part of the annual salary review process at the beginning of 2021. As the Executive Committee is primarily Swiss based, the Lonza Workforce reflects regular Swiss employees. Any workforce representation wider than this would not enable a fair comparison due to varying inflation and market levels across the world.

Compensation of the Board of Directors 2021

Policy

Objective and Market Benchmarking

In accordance with their respective duties and responsibilities, compensation levels for the Board of Directors are set at the median of the benchmarking peer group. The benchmarking peer group consists of Swiss companies of various sectors that are comparable in type of business, complexity of operations, size (market capitalization) and global presence to Lonza. The peer group comprises ABB, Richemont, Givaudan, Kuhne + Nagel, Sika AG, Alcon Inc, Schindler, LaFargeHolcim, Straumann Holding, Swisscom, Sonova Holding AG, Geberit AG and SGS SA. The Board of Directors regularly reviews the compensation of its members, including the Chairperson, based on a proposal by the Nominations and Compensation Committee, including relevant benchmarking information.

Structure and Level of Compensation

The Chairperson of the Board of Directors and its Members receive their compensation as 50% in Lonza Group shares and 50% in cash. This was paid in quarterly installments during the 2021 financial year. The number of shares granted for Board of Directors' compensation is based on the average closing share price of the last five business days of each quarter. Share restrictions lapse after three years from the grant date. Shares are eligible for a dividend. This structure of Board of Directors' compensation is closely aligned with our shareholders' interests. The members of the Board of Directors do not receive variable compensation. The members of the Board of Directors are reimbursed for travel and other related expenses associated with their responsibilities as members of the Board of Directors of Lonza. The position and associated compensation of the Chairperson of the Board of Directors and its members was approved by shareholders at the 2021 Annual General Meeting (AGM). This reflects compensation levels and structure which are unchanged compared to the previous year.

Compensation Components

For the period from the 2021 AGM to the 2022 AGM, the members of the Board of Directors receive fixed gross compensation for Board of Directors' membership and additional compensation for Committee Chairpersons and committee members as described in the table below. The compensation of the Chairperson of the Board of Directors includes compensation as a member of the Innovation and Technology Committee of the Board of Directors. Further, the compensation of the Committee Chairpersons amounts to CHF 280,000 and includes the committee membership fee. In the case of multiple committee memberships, this attracts one committee membership fee only. The additional responsibilities of Vice-Chairperson do not attract any additional fees.

Board of Directors

Compensation Board of Directors Annual General Meeting (AGM) 2021 to 2022 (excluding social security contributions)

In CHF	Base annual fee	Committee membership fee	Committee Chairman fee	
Chairperson of the Board of Directors 1	600,000	-	_	
Board of Directors Member ²	200,000	40,000	80,000	
	The additional responsibilities of Vice-Chairperson ³ do not attract any additional fees			
Form of payout	50% in Lonza Group shares and 50	50% in Lonza Group shares and 50% in cash. This is paid in quarterly installments during the 2021		
	financial year.			

- 1 The compensation of the Chairperson of the Board of Directors includes compensation as a member of the Innovation and Technology Committee of the Board of Directors
- The compensation for Committee Chairpersons amounts to CHF 280,000 and includes the committee membership fee. In the case of multiple committee memberships, this attracts one committee membership fee only
- 3 The roles and responsibilities of such Vice-Chairperson are in line with sect. 19 para. 2 of the Swiss Code of Best Practice for Corporate Governance, requiring adequate control mechanisms, and commensurate to such position

Implementation

The Board of Directors compensation approved by shareholders reflects the July to June period (12 months) following each AGM. As such, any year-on-year change for this period impacts the financial years within which this period falls. No loans or credits were outstanding as of 31 December 2021. During 2021, no payments (or waiver of claims) were made to current or former

Board members nor to persons closely linked to them. No member of the Board of Directors benefits materially from any contract between a Lonza company and a third party. For a full review of the historical development of compensation for the Board of Directors, see note 25 in the Lonza Group consolidated financial statements. (Compensation levels for the 2021 to 2022 AGM period are be disclosed in the 2022 AGM invitation.)

Board of Directors Compensation

					2021					2020 ⁸
In CHF	Net cash payment	Number of shares	Value of Shares ¹	Social Security and Taxes ²	Total ³	Net cash payment	Number of shares	Value of Shares ¹	Social Security and Taxes ²	Total ³
Albert M. Baehny ⁴	271,629	455	298,901	56,621	627,152	271,882	606	298,921	56,356	627,099
Werner Bauer 5	127,297	211	138,736	25,407	291,440	122,827	269	134,073	24,346	281,246
Angelica Kohlmann	106,359	181	118,952	25,295	250,606	106,415	241	118,914	25,182	250,511
Christoph Mäder⁵	124.234	211	138,736	29,359	292,330	124,279	282	139,147	29,269	292,695
Barbara Richmond	60,231	181	118,952	94,026	273,210	60,239	241	118,914	94,081	273,172
Jürgen Steinemann	65,031	181	118,952	54,969	238,952	65,039	241	118,914	54,961	238,914
Olivier Verscheure	92,630	181	118,952	39,023	250,606	51,454	241	118,914	80,142	250,511
Dorothée Deuring ⁷	124,235	211	138,736	29,359	292,330	93,207	193	104.410	21,956	219,573
Margot Scheltema ⁶	n/a	n/a	n/a	n/a	n/a	18,959	89	34,737	30,041	83,737
Patrick Aebischer ⁶	n/a	n/a	n/a	n/a	n/a	31,837	89	34,737	6,326	72,900
Total	971,646	1,812	1,190,920	354,060	2,516,626	946,078	2,492	1,221,682	422,599	2,590,358

- The fair values were calculated using the average closing share price of the last five business days of each quarter, see note 25 in the Financial Report
- The social security amounts disclosed in this column represent the full costs of the employer and employee social security contributions and withholding tax Total compensation amounts refer to gross payments, including social security and withholding tax, except where stated otherwise
- This compensation includes Albert Baehny's committee membership. Albert Baehny is also a member of the Innovation and Technology Committee. He received a total of CHF 978,016 in 2020, comprising CHF 298,921 shares and CHF 679,095 cash, for the role of Chairman of the Board of Directors and CEO ad interim
- Dorothée Deuring, Christoph Mäder and Werner Bauer are Chairpersons of a Board of Directors' Committee
- Margot Scheltema and Patrick Aebischer did not stand for re-election at the 2020 AGM
- Dorothée Deuring was appointed to the Board of Directors at the 2020 AGM
- Moncef Slaoui was appointed to the Board of Directors at the 2020 AGM, however due to further commitments he stepped down from the Board of Directors soon after appointment. Moncef Slaoui received no compensation from Lonza for this period

Share Ownership of the Members of the Board of Directors and the Executive Committee

Board of Directors

Based on information available to Lonza, the members of the Board of Directors and parties closely associated with them held, as of 31 December 2021: 48,159 (2020: 46,209)¹ registered shares of Lonza Group Ltd and controlled 0.06% (2020: 0.06%) of the share capital. None of the members of the Board of Directors or Executive Committee owns shares in the Group's subsidiaries or associates.

Executive Committee

The members of the Executive Committee and parties closely associated with them held, as of 31 December 2021: 4,660 (2020: 14,262) shares and controlled 0.01% (2020: 0.02%) of the share capital. The individual control rights are proportional to the holdings shown below.

Board of Directors¹

		Numbers of shares		
	2021	2020²		
Albert M. Baehny	4,262	3,773		
Werner Bauer	26,712	26,485		
Angelica Kohlmann	1,065	870		
Christoph Mäder	3,697	3,470		
Barbara Richmond	3,657	3,462		
Jürgen Steinemann	7,343	7,148		
Olivier Verscheure	1,065	870		
Dorothée Deuring	358	131		
Total	48,159	46,209		

- Spouse, children below 18, any legal entities that they own or otherwise control, or any legal or natural person who is acting as their fiduciary
 Moncef Slaoui was appointed to the Board of Directors at the 2020 AGM,
- ² Moncef Slaoui was appointed to the Board of Directors at the 2020 AGM, however due to further commitments he stepped down from the Board of Directors soon after appointment

Executive Committee¹

		Numbers of shares
	2021	2020
Pierre-Alain Ruffieux ²	0	0
Stefan Stoffel	3,500	3,700
Caroline Barth	445	0
Claude Dartiguelongue ³	0	n/a
Gordon Bates ³	606	n/a
Jean-Christophe Hyvert ³	109	n/a
Philippe Deecke ⁴	0	n/a
Rodolfo Savitzky ⁵	n/a	10,562
Total	4,660	14,262

- All Executive Committee members active prior to 30 April 2020 have met or are in line to meet the shareholding guidelines
- in line to meet the shareholding guidelines
 ² Pierre-Alain Ruffieux commenced employment on 1 November 2020
- ³ Appointed to the Executive Committee on 1 April 2021
- ⁴ Appointed to the Executive Committee on 1 December 2021
- ⁵ Rodolfo Savitzky stepped down from the Executive Committee on 30 November 2021



Report of the Statutory Auditor

To the General Meeting of Lonza Group Ltd, Basel

We have audited the accompanying remuneration report of Lonza Group Ltd for the year ended 31 December 2021. The audit was limited to the information according to articles 14 – 16 of the Ordinance against Excessive compensation in Stock Exchange Listed Companies (Ordinance) contained in the sections "Highest Compensation Paid to a Member of the Executive Committee", "Aggregate Compensation of the Executive Committee", "Payment to Departed Executive Committee Members in 2021" and "Compensation of the Board of Directors 2021 - Implementation" of the remuneration report.

Responsibility of the Board of Directors

The Board of Directors is responsible for the preparation and overall fair presentation of the remuneration report in accordance with Swiss law and the Ordinance against Excessive compensation in Stock Exchange Listed Companies (Ordinance). The Board of Directors is also responsible for designing the remuneration system and defining individual remuneration packages.

Auditor's Responsibility

Our responsibility is to express an opinion on the accompanying remuneration report. We conducted our audit in accordance with Swiss Auditing Standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report complies with Swiss law and articles 14 – 16 of the Ordinance.

An audit involves performing procedures to obtain audit evidence on the disclosures made in the remuneration report with regard to compensation, loans and credits in accordance with articles 14 – 16 of the Ordinance. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements in the remuneration report, whether due to fraud or error. This audit also includes evaluating the reasonableness of the methods applied to value components of remuneration, as well as assessing the overall presentation of the remuneration report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the remuneration report for the year ended 31 December 2021 of Lonza Group Ltd complies with Swiss law and articles 14 – 16 of the Ordinance.

KPMG AG

Florin Janine Krapp Licensed Audit Expert Auditor in Charge Cyrill Kaufmann
Licensed Audit Expert

Zurich, 15 March 2022

Legal Disclaimer

Forward-Looking Statements

Forward-looking statements contained herein are qualified in their entirety as there are certain factors that could cause results to differ materially from those anticipated. Any statements contained herein that are not statements of historical fact (including statements containing the words "outlook," "guidance," "believes," "plans," "anticipates," "expects," "estimates" and similar expressions) should be considered to be forward-looking statements. Investors are cautioned that all forward-looking statements involve risks and uncertainty.

There are a number of important factors that could cause actual results or events to differ materially from those indicated by such forward-looking statements, including the timing and strength of new product offerings; pricing strategies of competitors; the company's ability to continue to receive adequate products from its vendors on acceptable terms, or at all, and to continue to obtain sufficient financing to meet its liquidity needs; difficulty to maintain relationships with employees, customers and other business partners; and changes in the political, social and regulatory framework in which the company operates, or in economic or technological trends or conditions, including currency fluctuations, inflation and consumer confidence, on a global, regional or national basis.

In particular, the assumptions underlying the Outlook 2022 and Mid-Term Guidance 2024 herein may not prove to be correct. The statements in the section on Outlook 2022 and Mid-Term Guidance 2024 constitute forward-looking statements and are not guarantees of future financial performance.

Lonza's actual results of operations could deviate materially from those set forth in the section on Outlook 2022 and Mid-Term Guidance 2024 as a result of the factors described above or other factors. Investors should not place undue reliance on the statements in the section on Outlook 2022 and Mid-Term Guidance 2024. Except as otherwise required by law, Lonza disclaims any intention or obligation to update any forward looking statements as a result of developments occurring after this presentation was published.

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