

**Lonza Group Ltd, Basel (CH)**

## **Votes and Elections at the**

**Annual General Meeting of the Shareholders,  
held on Thursday, 6 May 2021, 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 2021 was conducted without the presence of shareholders.

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

---

### **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 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
10. Renewal of Authorized Capital

## II. Presence (at 10.00 am)

ThomannFischer, Attorneys at Law and Notaries, Christian Hochstrasser, Independent Proxy:	47,080,080 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 2020.

The Annual General Meeting approved the proposal as follows:

- Yes:	99.35%
- No:	0.41%
- Abstention:	0.24%

### 2. Consultative Vote on the Remuneration Report

The Board of Directors proposed the approval of the Remuneration Report 2020 (consultative vote).

The Annual General Meeting approved the proposal as follows:

- Yes:	89.93%
- No:	9.01%
- Abstention:	1.06%

### 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 2020.

The Annual General Meeting approved the proposal as follows:

- Yes:	97.74%
- No:	1.68%
- 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 2,667,715,331
Profit for the year	CHF 833,421,396
<b>Available earnings at the disposal of the Annual General Meeting</b>	<b>CHF 3,501,136,727</b>
Payment of a dividend (out of available earnings brought forward) in 2020 of CHF 1.50 per share on the share capital eligible for dividend of CHF 74,283,072 <sup>1</sup>	CHF (111,424,608)
<b>Available earnings carry-forward</b>	<b>CHF 3,389,712,119</b>
Reserves from Capital Contributions	
Legal capital reserves qualified as reserves from capital contributions	CHF 2,575,394,015
<b>Reserves from capital contribution</b>	<b>CHF 2,575,394,015</b>
Payment of a dividend (out of reserves from capital contributions) in 2020 of CHF 1.50 per share on share capital eligible for dividend of CHF 74,283,072 <sup>1</sup>	CHF (111,424,608)
<b>Reserves from capital contributions carry-forward</b>	<b>CHF 2,463,969,407</b>
Proposed payment of a dividend out of available earnings brought forward	CHF 111,424,608
Proposed payment of a dividend out of reserves from capital contributions	CHF 111,424,608
<b>Total proposed payment of a dividend</b>	<b>CHF 222,849,216</b>

<sup>1</sup> Depending on the amount of share capital eligible for dividend on the record date of 11 May 2021. No dividend will be paid out on shares held by the company.

The Annual General Meeting approved the proposal as follows:

- Yes:	99.79%
- No:	0.14%
- Abstention:	0.07%

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

All members of the Board of Directors 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 2022:

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

The Annual General Meeting voted as follows:

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

- Yes:	99.76%
- No:	0.17%
- Abstention:	0.07%

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

- Yes:	87.90%
- No:	11.97%
- Abstention:	0.13%

### Re-Election **Dorothee Deuring**:

- Yes:	98.45%
- No:	1.46%
- Abstention:	0.09%

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

- Yes:	99.41%
- No:	0.50%
- Abstention:	0.09%

Re-Election **Christoph Mäder:**

- Yes:	99.23%
- No:	0.69%
- Abstention:	0.08%

Re-Election **Barbara Richmond:**

- Yes:	99.70%
- No:	0.23%
- Abstention:	0.07%

Re-Election **Jürgen Steinemann:**

- Yes:	99.28%
- No:	0.64%
- Abstention:	0.08%

Re-Election **Olivier Verscheure:**

- Yes:	99.86%
- No:	0.06%
- Abstention:	0.08%

## 5.2 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 2022.

The Annual General Meeting voted as follows:

- Yes:	87.92%
- No:	11.95%
- Abstention:	0.13%

### 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 2022:

- 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:	99.19%
- No:	0.66%
- Abstention:	0.15%

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

- Yes:	99.09%
- No:	0.83%
- Abstention:	0.08%

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

- Yes:	99.05%
- No:	0.80%
- Abstention:	0.15%

### 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 2021.

The Annual General Meeting voted as follows:

- Yes:	86.03%
- No:	13.84%
- Abstention:	0.13%

## 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 2022.

The Annual General Meeting voted as follows:

- Yes:	99.78%
- No:	0.17%
- 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 2021 to the Annual General Meeting 2022 of up to CHF 2,677,000.

The Annual General Meeting approved the proposal as follows:

- Yes:	99.07%
- No:	0.70%
- Abstention:	0.23%

## 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 2021 to 30 June 2022 of up to CHF 5,563,100.

The Annual General Meeting approved the proposal as follows:

- Yes:	96.33%
- No:	3.42%
- Abstention:	0.25%

## 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 2020 financial year in the amount of CHF 3,315,135.

The Annual General Meeting approved the proposal as follows:

- Yes:	98.59%
- No:	1.15%
- Abstention:	0.26%

## 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 2021 of up to CHF 10,526,400.

The Annual General Meeting approved the proposal as follows:

- Yes:	92.74%
- No:	7.00%
- Abstention:	0.26%

## 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 2023. The Board of Directors shall be entitled to issue shares under the authorized and conditional share capital cumulatively only up to a maximum amount of CHF 7,500,000.

The Board of Directors therefore proposed to add a revised article 4<sup>ter</sup> to the Articles of Association (as set out in the invitation).



The Annual General Meeting approved the proposal as follows:

- Yes:	96.16%
- No:	3.76%
- Abstention:	0.08%

End of the Annual General Meeting 10.30 am.