

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

**Votes and Elections at the**

**Annual General Meeting of the Shareholders,  
held on Thursday, 5 May 2023, from 10.00 am to 11.20 am,  
at Congress Center Messe Basel, Messeplatz 21, 4058 Basel (CH)**

**Chairman: Albert M. Baehny**

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## **I. Agenda**

1. Management 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 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 for 2023
7. Election of the Auditors for 2024
8. Re-Election of the Independent Proxy
9. Revision of the Articles of Association
  - 9.1 Purpose
  - 9.2 Capital Band
  - 9.3 Revised Executive Committee Compensation Voting
  - 9.4 Other Adjustments to the Articles of Association
10. Compensation of the Board of Directors
11. Compensation of the Executive Committee
  - 11.1 Aggregate Amount of Variable Short-Term Compensation of the Executive Committee for 2022

11.2 Maximum Aggregate Amount of Variable Long-Term Compensation of the Executive Committee for 2023

11.3 Aggregate Amount of Fixed Compensation of the Executive Committee for the period from 1 July 2023 to 31 December 2023

11.4 Maximum Aggregate Amount of Fixed Compensation and Variable Long-Term Compensation of the Executive Committee for 2024

## II. Presence (at 10.00 am)

319 shareholders/proxies, representing 46,482,431 registered shares as follows:

ThomannFischer, Attorneys at Law and Notaries, Christian Hochstrasser, as Independent Proxy:	45,962,908 registered shares
Other Shareholders:	519,523 registered shares

## III. Votes and Elections

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

The Board of Directors proposed the approval of the Management Report, the Consolidated Financial Statements and the Financial Statements of Lonza Group Ltd for the financial year 2022.

The Annual General Meeting approved the proposal as follows:

- Yes:	99.27%
- No:	0.04%
- Abstention:	0.69%

#### Interventions:

- Mr. Grob from Berne asked what "Capex" meant and what shareholders would receive as part of the "125 Years of Lonza Celebration". The Chairman explained the meaning of "Capex" and referred to Lonza's 125 years of business success.
- Mr. Tschopp from Effretikon suggested improvements in the organisation of the Annual General Meeting (taking drinks, seat reservation, duration of the Chairman's address).
- Mr. Zurvera from Liebefeld requested more information in the brochures.

### 2. Consultative Vote on the Remuneration Report

The Board of Directors proposed the approval of the Remuneration Report 2022 (consultative vote).

The Annual General Meeting approved the proposal as follows:

- Yes:	88.59%
- No:	11.21%
- Abstention:	0.20%

### 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 2022.

The Annual General Meeting approved the proposal as follows:

- Yes:	98.41%
- No:	0.65%
- Abstention:	0.94%

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

Proposal of the Board of Directors:

Balance Sheet Profit	
Available earnings brought forward	CHF 5,623,539,280
Profit for the year	CHF 606,884,922
<b>Available earnings at the disposal of the Annual General Meeting</b>	<b>CHF 6,230,424,202</b>
Payment of a dividend (out of available earnings brought forward) in 2023 of CHF 1.75 per share on the share capital eligible for dividend, currently estimated to be CHF 74,281,626 <sup>1</sup>	CHF (129,992,845)
<b>Available earnings carry-forward</b>	<b>CHF 6,100,431,357</b>

Reserves from Capital Contributions	
Legal capital reserves qualified as reserves from capital contributions	CHF 2,352,462,436
<b>Reserves from capital contribution</b>	<b>CHF 2,352,462,436</b>
Payment of a dividend (out of reserves from capital contributions) in 2023 of CHF 1.75 per share on share capital eligible for dividend, currently estimated to be CHF 74,281,626 <sup>1</sup>	CHF (129,992,846)
<b>Remaining reserves from capital contributions</b>	<b>CHF 2,222,469,590</b>

<sup>1</sup> Depending on the amount of share capital eligible for dividend on the record date of 10 May 2023. If the final total amount of the dividend is higher or lower, the remaining amount of capital contributions will be adjusted accordingly. No dividend will be paid out on own shares held by the company.

The Annual General Meeting approved the proposal as follows:

- Yes:	99.88%
- No:	0.07%
- Abstention:	0.05%

**Interventions:**

Mr. Grob from Berne enquired why an even larger increase in the dividend or anniversary dividend was not planned. The Chairman replied that a share buyback programme was planned.

**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 2024:

- a) Albert M. Baehny,
- b) Marion Helmes
- c) Angelica Kohlmann,
- d) Christoph Mäder,
- e) Roger Nitsch,
- f) Barbara Richmond,
- g) Jürgen Steinemann,
- h) Olivier Verscheure.

The Annual General Meeting voted as follows:

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

- Yes:	88.30%
- No:	11.62%
- Abstention:	0.08%

Re-Election **Marion Helmes:**

- Yes:	97.82%
- No:	2.06%
- Abstention:	0.12%

Re-Election **Angelica Kohlmann:**

- Yes:	98.92%
- No:	1.00%
- Abstention:	0.08%

Re-Election **Christoph Mäder:**

- Yes:	92.68%
- No:	7.24%
- Abstention:	0.08%

Re-Election **Roger Nitsch:**

- Yes:	99.40%
- No:	0.47%
- Abstention:	0.13%

Re-Election **Barbara Richmond:**

- Yes:	99.26%
- No:	0.59%
- Abstention:	0.15%

Re-Election **Jürgen Steinemann:**

- Yes:	98.56%
- No:	1.26%
- Abstention:	0.18%

Re-Election **Olivier Verscheure:**

- Yes:	99.64%
- No:	0.21%
- Abstention:	0.15%

### **Interventions:**

Mr. Tschopp from Effretikon spoke about the re-election of Mr. Baehny and Mr. Mäder and wished for more women and less accumulation of mandates.

## **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 2024.

The Annual General Meeting voted as follows:

- Yes:	85.82%
- No:	14.09%
- Abstention:	0.09%

## **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 2024:

- 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:	98.72%
- No:	1.18%
- Abstention:	0.10%

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

- Yes:	90.43%
- No:	9.47%
- Abstention:	0.10%

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

- Yes:	98.39%
- No:	1.48%
- Abstention:	0.13%

## 6. Re-Election of the Auditors for 2023

The Board of Directors proposed the re-election of KPMG Ltd, Zurich (CH), as auditors for the financial year 2023.

The Annual General Meeting voted as follows:

- Yes:	91.38%
- No:	8.44%
- Abstention:	0.18%

### Interventions:

Mr. Grob from Bern asked about the costs of the audit. The Chair handed over to Mr. Andreas Bohrer, who referred to the relevant information on the audit in the invitation to the Annual General Meeting and in the Annual Report.

## 7. Election of the Auditors for 2024

The Board of Directors proposed the election of Deloitte Ltd, Zurich (CH), as auditors for the financial year 2024.

The Annual General Meeting voted as follows:

- Yes:	99.42%
- No:	0.47%
- Abstention:	0.11%



## **Interventions:**

Mr. Tschopp from Effretikon asked about the background to the change of auditors. The Chairman answered with reference to the detailed and careful selection process as well as the criteria for the selection of the new auditors.

## **8. 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 2024.

The Annual General Meeting voted as follows:

- Yes:	98.08%
- No:	1.43%
- Abstention:	0.49%

## **9. Revision of the Articles of Association**

### **9.1 Purpose**

The Board of Directors proposed that Article 2 of the Articles of Association be amended as set out in the Shareholder Information Brochure.

The Annual General Meeting voted as follows:

- Yes:	99.86%
- No:	0.03%
- Abstention:	0.11%

### **9.2 Capital Band**

The Board of Directors proposed to introduce a capital band with an upper limit of CHF 85,635,000 and a lower limit of CHF 67,050,000, authorizing the Board of Directors to increase and decrease the share capital one or several times within

these limits until 5 May 2028, and to amend Article 4ter and 4quater of the Articles of Association as set out in the Shareholder Information Brochure.

The Annual General Meeting voted as follows:

- Yes:	90.26%
- No:	9.28%
- Abstention:	0.46%

### **9.3 Revised Executive Committee Compensation Voting**

The Board of Directors proposed to amend the Articles of Association to the effect that

- the Annual General Meeting shall going forward take two votes on the compensation of the Executive Committee instead of three (consisting of (i) a retrospective, binding vote regarding the aggregate variable short-term compensation of the Executive Committee, and (ii) a prospective, binding vote regarding the maximum aggregate amount of fixed compensation and variable long-term compensation of the Executive Committee for the next financial year); and
- to provide for a consultative vote on the Remuneration Report.

Accordingly, Article 22 para. 1 of the Articles of Association shall be amended and Article 22 para. 5 of the Articles of Association shall be added as set out in the Shareholder Information Brochure.

The Annual General Meeting voted as follows:

- Yes:	85.46%
- No:	14.40%
- Abstention:	0.14%

### **9.4 Other Adjustments to the Articles of Association**

The Board of Directors proposed that Article 4, Article 4bis para. 1, Article 7, Article 9, Article 10, Article 11 para. 1, Article 12 para. 1, Article 17 para. 1, Article 18 para. 2,

Article 19, Article 21, Article 23, Article 24 para. 7 and 8, Article 25 para. 1 and 3, Article 26, Article 31 and Article 33 of the Articles of Association be amended as set out in the Shareholder Information Brochure.

The Annual General Meeting voted as follows:

- Yes:	89.91%
- No:	9.99%
- Abstention:	0.10%

## **10. 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 2023 to the Annual General Meeting 2024 of up to CHF 2'900'000.

The Annual General Meeting approved the proposal as follows:

- Yes:	98.15%
- No:	1.61%
- Abstention:	0.24%

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

### **11.1 Aggregate Amount of Variable Short-Term Compensation of the Executive Committee for 2022**

The Board of Directors proposed the approval of the aggregate amount of variable short-term compensation under the Lonza Bonus plan for the Executive Committee for the 2022 financial year in the amount of CHF 3,500,000.

The Annual General Meeting approved the proposal as follows:

- Yes:	98.39%
- No:	1.36%
- Abstention:	0.25%

**Interventions:**

Mr. Tschopp from Effretikon spoke about the level of remuneration, which in his opinion was too high. Furthermore, he claimed that the full Executive Committee was not present. Mr. Mäder stated that the entire Executive Committee was present and that the remuneration of the Executive Committee was regularly reviewed by the Nomination and Compensation Committee and compared with other remuneration in the market.

**11.2 Maximum Aggregate Amount of Variable Long-Term Compensation of the Executive Committee for 2023**

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 2023 of up to CHF 12,100,000.

The Annual General Meeting approved the proposal as follows:

- Yes:	92.11%
- No:	7.64%
- Abstention:	0.25%

**11.3 Aggregate Amount of Fixed Compensation of the Executive Committee for the period from 1 July 2023 to 31 December 2023**

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 2023 to 31 December 2023 of up to CHF 3,300,000.

- Yes:	98.64%
- No:	1.11%

- Abstention:	0.25%
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**11.4 Maximum Aggregate Amount of Fixed Compensation and Variable Long-Term Compensation of the Executive Committee for 2024**

The Board of Directors proposed the approval of the maximum aggregate amount of fixed compensation and variable long-term compensation under the Long-Term Incentive Plan (LTIP) compensation of the Executive Committee for the period from 1 January 2024 to 31 December 2024 of up to CHF 19,600,000.

The Annual General Meeting approved the proposal as follows:

- Yes:	92.05%
- No:	7.69%
- Abstention:	0.26%

End of the Annual General Meeting: 11.20 am.