

FINAL TERMS

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded, the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “**FSMA**”) and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA (“**UK MiFIR**”). Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MIFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

UK MiFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in UK MiFIR; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any distributor should take into consideration the manufacturer’s target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

In connection with Section 309B of the Securities and Futures Act 2001 of Singapore (the “SFA”) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “CMP Regulations 2018”), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are prescribed capital markets products (as defined in the CMP Regulations 2018) and are Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendation on Investment Products).

PROHIBITION OF SALES TO CONSUMERS – The Notes are not intended to be offered, sold or otherwise made available, and will not be offered, sold or otherwise made available, in Belgium to “consumers” (*consommateurs/consumenten*) within the meaning of the Belgian Code of Economic Law (*Code de droit économique/Wetboek van economisch recht*), as amended.

ELIGIBLE INVESTORS ONLY – The Notes may only be held by, and may only be transferred to, eligible investors referred to in Article 4 of the Belgian Royal Decree of 26 May 1994 (“**Eligible Investors**”) holding their Notes in an exempt account that has been opened with a financial institution that is a direct or indirect participant in the settlement system operated by the National Bank of Belgium or any successor thereto.

Final Terms dated 22 April 2024

Lonza Finance International NV

Legal entity identifier (LEI): 549300AS6XQBD4ETT379

**Issue of €1,000,000,000 3.875 per cent. Guaranteed Notes due 2036
Guaranteed by Lonza Group AG
under the €8,000,000,000 Euro Medium Term Note Programme**

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 5 April 2024 which constitutes a base prospectus (the “**Base Prospectus**”) for the purposes of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. The Base Prospectus has been published on the website of the Luxembourg Stock Exchange (www.luxse.com).

1	(i)	Series Number:	2
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes become fungible:	Not Applicable
2		Specified Currency or Currencies:	Euro (“€”)
3		Aggregate Nominal Amount:	
	(i)	Series:	€1,000,000,000
	(ii)	Tranche:	€1,000,000,000
4		Issue Price:	98.715 per cent. of the Aggregate Nominal Amount
5	(i)	Specified Denomination(s):	€100,000 and integral multiples of €1,000 in excess thereof
	(ii)	Calculation Amount:	€1,000
6	(i)	Issue Date:	24 April 2024
	(ii)	Interest Commencement Date:	Issue Date

7	Maturity Date:	24 April 2036
8	Interest Basis:	3.875 per cent. Fixed Rate (See paragraph 13 below)
9	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
10	Change of Interest Basis:	Not Applicable
11	Put/Call Options:	Issuer Call Issuer Maturity Par Call Clean-up Call Change of Control Put Option (See paragraphs 16/17/18/21 below)
12	Date(s) Board approval for issuance of Notes and Guarantee obtained:	2 April and 3 April 2024, respectively

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	3.875 per cent. per annum payable in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	24 April in each year, commencing on 24 April 2025
	(iii) Fixed Coupon Amount:	€38.75 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual-ICMA
	(vi) Determination Dates:	24 April in each year
14	Floating Rate Note Provisions	Not Applicable
15	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

16	Call Option	Applicable
	(i) Optional Redemption Date(s):	Any date during the period from (and including) the Issue Date to (but excluding) the date falling 90 days prior to the Maturity Date
	(ii) Optional Redemption Amount(s) of each Note:	Make-Whole Amount
	(A) Reference Bond:	DBR 0% due 15 May 2035
	(B) Quotation Time:	11:00 a.m. Brussels time
	(C) Redemption Margin:	+0.250 per cent.
	(D) Determination Date:	2 Business Days prior to the Optional Redemption Date
	(E) Discount Basis:	Annual
	(iii) If redeemable in part:	

	(A) Minimum Redemption Amount:	Not Applicable
	(B) Maximum Redemption Amount:	Not Applicable
	(iv) Notice period:	As per Condition 5(d)
17	Issuer Maturity Par Call:	Applicable
	– Notice period:	As per Condition 5(e)
18	Clean-up Call:	Applicable
	– Notice period:	As per Condition 5(f)
19	Special Redemption Event Call:	Not Applicable
20	Put Option:	Not Applicable
21	Change of Control Put Option:	Applicable
	– Change of Control Redemption Amount(s) of each Note:	€1,000 per Calculation Amount
22	Final Redemption Amount of each Note	€1,000 per Calculation Amount
23	Early Redemption Amount	
	– Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption:	€1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24	Green Bonds:	No
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THIRD PARTY INFORMATION

The definitions under “Ratings” in Part B of these Final Terms have been extracted from the website of S&P Global Ratings Europe Limited. Each of the Issuer and the Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by S&P Global Ratings Europe Limited, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of Lonza Finance International NV:


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Daniel Blaettler
BC9B3408FDEC4D5.....
By:
Duly authorised

DocuSigned by:

3538481ADAFB440.....
By:
Duly authorised

Signed on behalf of Lonza Group AG:

DocuSigned by:
Daniel Blaettler
BC9B3408FDEC4D5.....
By:
Duly authorised

DocuSigned by:

3538481ADAFB440.....
By:
Duly authorised

PART B – OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

- (i) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of the Luxembourg Stock Exchange and to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from 24 April 2024.
- (ii) Estimate of total expenses related to admission to trading: €8,450

2 RATINGS

- Ratings: The Notes to be issued have been rated:
S&P Global Ratings Europe Limited (“S&P”): BBB+
- An obligation rated “BBB” exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor’s capacity to meet its financial commitments on the obligation.
- The modifier “+” shows relative standing within the rating categories.
- (Source:
https://www.standardandpoors.com/en_US/web/guest/article/-/view/sourceId/504352)
- S&P is established in the EU and registered under Regulation (EC) No 1060/2009.

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their respective affiliates in the ordinary course of business.

4 REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- (i) Use of proceeds: General corporate purposes and refinancing of existing debt
- (ii) Estimated net proceeds: €983,650,000

5 YIELD

- Indication of yield: 4.012 per cent. per annum
- The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6 OPERATIONAL INFORMATION

- (i) ISIN: BE6351290216
- (ii) Common Code: 280927422
- (iii) Delivery: Delivery against payment

- (iv) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (v) Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

7 **DISTRIBUTION**

- (i) Method of distribution: Syndicated
- (ii) If syndicated:
 - (A) Names of Managers: BNP Paribas
BofA Securities Europe SA
Goldman Sachs International
ING Bank N.V.
J.P. Morgan SE
Mizuho Securities Europe GmbH
 - (B) Stabilisation Manager(s) (if any): J.P. Morgan SE
- (iii) If non-syndicated, name of Dealer: Not Applicable
- (iv) US Selling Restrictions: Reg. S Compliance Category 2; TEFRA not applicable