

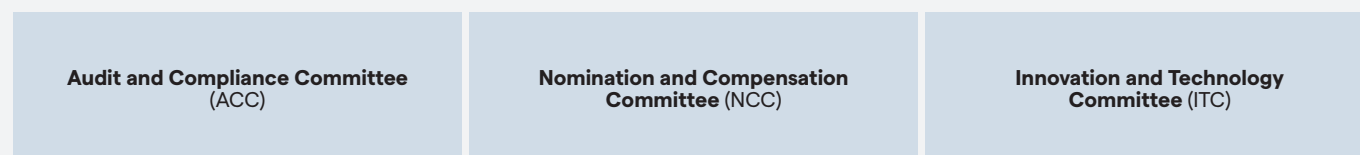


# Corporate Governance

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# Group Structure and Shareholders

## Lonza Board of Directors

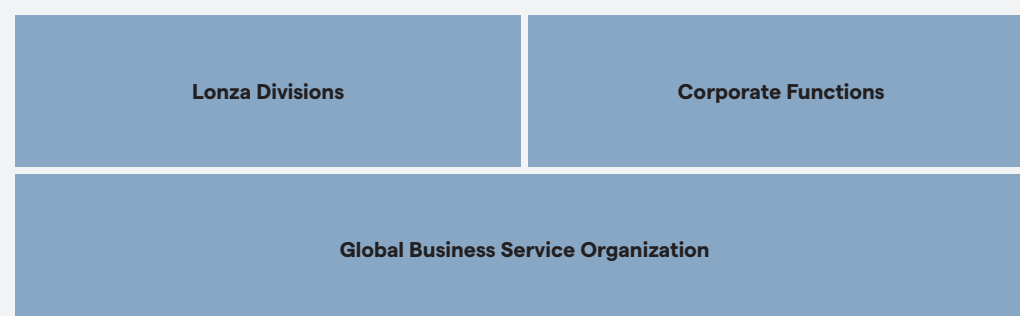


The Chairperson of the Board of Directors takes responsibility for all sustainability related issues

## Lonza Executive Committee (EC)



# Lonza



<sup>1</sup> Pierre-Alain Ruffieux was Chief Executive Officer (CEO) until September 2023  
<sup>2</sup> Caroline Barth was Chief Human Resources Officer (CHRO) until May 2023

## Operational Group Structure

### Divisions

In 2023, Lonza's activities were organized in the following four divisions:

- Biologics
- Small Molecules
- Cell & Gene
- Capsules & Health Ingredients

### Corporate Functions (non-exhaustive)

Corporate Functions include Human Resources (HR), Finance & Controlling, Tax, Treasury, Corporate Development, Procurement, Quality, Environment, Health and Safety (EHS), Corporate Communications, Investor Relations, Legal, Ethics & Compliance, Intellectual Property (IP), Engineering, IT, Audit Services, Insurance, Supply Chain and Real Estate Management.

### Global Business Services Organization

Our Global Business Services Organization (GBSO) supports our divisions and corporate functions with transactional services in finance and HR. The GBSO focuses on standardization and automation of processes to drive productivity and higher quality services. Service delivery through the GBSO is centralized in Manchester (UK) to support EMEA markets and in San José (CR) for the Americas and through in-country teams in APAC.

### Holding Company and Listed Companies

Lonza Group Ltd, with our registered office in Basel (CH), is the ultimate parent company of the Lonza Group. With the exception of Lonza Group Ltd, no equity securities of a company controlled by Lonza Group are listed. Please refer to the Shares and Participation Certificates section, page 199, for information on the listed shares, the stock exchanges on which Lonza Group Ltd is listed and the market capitalization.

### Principal Subsidiaries and Joint Ventures

The principal subsidiaries and joint ventures of the Lonza Group are shown in note 32, Principal Subsidiaries and Joint Ventures, page 130.

### Significant Shareholders

According to disclosure notifications filed with Lonza, the following shareholders held more than 3% of the Lonza share capital as of 31 December 2023: BlackRock, Inc., New York, NY (USA) – 9.85%, Norges Bank – 3.04% and UBS Fund Management (Switzerland) AG – 3.01%.

The current significant shareholders as well as further disclosure notifications registered in 2023 can be found at the [SIX Swiss Exchange disclosure platform](#).

### Cross-Shareholdings

Lonza Group Ltd has not entered into any cross-shareholdings.

<sup>1</sup> The former Specialty Ingredients business was sold effective 1 July 2022

# Capital Structure

## Share Capital

As of 31 December 2023, Lonza's share capital amounted to CHF 74,468,752 fully paid-in and divided into 74,468,752 registered shares with a par value of CHF 1 each.

## Shareholder Structure

|                                       | 31.12.2023        |             | 31.12.2022        |             |
|---------------------------------------|-------------------|-------------|-------------------|-------------|
|                                       | Shareholders in % | Shares in % | Shareholders in % | Shares in % |
| Switzerland                           | 88.47             | 21.20       | 89.53             | 19.01       |
| United Kingdom                        | 0.89              | 6.42        | 0.93              | 18.48       |
| USA                                   | 2.59              | 2.08        | 2.52              | 8.62        |
| Others                                | 8.05              | 9.06        | 7.02              | 5.12        |
| Shares in transit                     |                   | 58.09       |                   | 48.52       |
| Treasury shares without voting rights |                   | 0.15        |                   | 0.25        |
| Share Buy Back as of 29.12.2023       |                   | 3.01        |                   |             |
| <b>Total</b>                          | <b>100</b>        | <b>100</b>  | <b>100</b>        | <b>100</b>  |
| Total number of shares                |                   | 74,468,752  |                   | 74,468,752  |

## Share Register

|                                      | 31.12.2023    | 31.12.2022    |
|--------------------------------------|---------------|---------------|
| Registered shareholders              | 51,720        | 41,458        |
| Registered shares with voting rights | 26,233,571    | 29,455,541    |
| <b>Share distribution:</b>           |               |               |
| 1 – 100                              | 40,450        | 31,854        |
| 101 – 1,000                          | 9,942         | 8,366         |
| <b>1,001 – 10,000</b>                | <b>1,076</b>  | <b>998</b>    |
| 10,001 – 100,000                     | 214           | 195           |
| 100,001 – 1,000,000                  | 34            | 40            |
| Over 1,000,000                       | 4             | 5             |
| <b>Total registered shareholders</b> | <b>51,720</b> | <b>41,458</b> |

## Capital Band and Conditional Capital

Capital Band: At the Annual General Meeting held on 5 May 2023, the following capital band was introduced: The Board of Directors shall be authorized until 5 May 2028 to conduct one or more increases and/or reductions of the share capital within the upper limit of CHF 85,635,000, corresponding to 85,635,000 fully paid-up registered shares with a par value of CHF 1 each, and the lower limit of CHF 67,050,000, corresponding to 67,050,000 fully paid-up registered shares with a par value

of CHF 1 each. Based on the share capital currently entered in the Register of Commerce, this corresponds to a net increase of up to 11,166,248 fully paid-up registered shares with a par value of CHF 1 each, or a cancellation of up to 7,418,752 fully paid-up registered shares with a par value of CHF 1 each. The additional terms and conditions of the capital band are set out in Article 4<sup>ter</sup> of the [Lonza Articles of Association](#).

Conditional Capital: Lonza's share capital may be increased through the issuance of a maximum of 7,500,000 fully paid-in registered shares with a par value of CHF 1 each up to a maximum aggregate amount of CHF 7,500,000. This conditional capital was created at the Annual General Meeting on 25 April 2017. The additional terms and conditions of the conditional capital (including the group of beneficiaries who have the right to subscribe for this additional capital) are set out in Article 4<sup>bis</sup> of the [Lonza Articles of Association](#).

According to Article 4<sup>quater</sup> of the [Lonza Articles of Association](#), the capital increases by way of using the capital band and the conditional capital may increase Lonza's share capital "on a non-pre-emptive basis" only by up to 10% of the share capital entered in the Register of Commerce at the time of the respective resolution, but, in any case, by a maximum of 750,000 registered shares, fully paid up, each with a par value of CHF 1 from 5 May 2023 to 5 May 2028. Additional terms and conditions of relating to this limit are set out in Article 4<sup>quater</sup> of the [Lonza Articles of Association](#).

## Changes in Capital

|                          | 2023       | 2022       | 2021       | 2020       |
|--------------------------|------------|------------|------------|------------|
| Share capital in CHF     | 74,468,752 | 74,468,752 | 74,468,752 | 74,468,752 |
| Registered shares        | 74,468,752 | 74,468,752 | 74,468,752 | 74,468,752 |
| Par value in CHF / share | 1          | 1          | 1          | 1          |

## Shares and Participation Certificates

Lonza registered shares, with a par value of CHF 1 each, are listed on the SIX Swiss Exchange (SIX), with secondary listing on the SGX Singapore Exchange. In Switzerland, they have been included in the Swiss Market Index (SMI) since 3 May 2017.

Lonza has not issued any participation certificates ("Partizipationscheine", non-voting shares).

## Stock Exchange Listing / Trading:

SIX Swiss Exchange  
SGX Singapore Exchange

## Common Stock Symbols:

Bloomberg LONN SW  
Reuters LONN.S  
Six Swiss Exchange LONN  
SGX Singapore Exchange O6Z

## Security Number:

Valor 001384101  
ISIN CH0013841017

On 31 December 2023, Lonza had a market capitalization of CHF 26,340 million (2022: CHF 33,742 million).

## Profit-Sharing Certificates

Lonza has not issued any non-voting equity security ("Genussscheine", profit-sharing certificates).

## Limitations on Transferability and Nominee Registrations

Purchasers of registered shares who declare that they have acquired those shares in their own name and for their own account will be entered without limitation in the share register as registered shareholders with voting rights. Persons who do not declare to have acquired the respective shares in their own name and for their own account are considered "nominees". They will be entered with voting rights in the share register up to a maximum of 2% of the share capital, unless the actually entitled persons are revealed. The details are set out in Article 6 of the [Lonza Articles of Association](#). This "nominee" exemption allows for non-registration up to 2% of the share capital. It is not meant to serve as takeover defense. This restriction may only be removed by a resolution of the Shareholders' Meeting with a quorum in accordance with Swiss law.

## Convertible Bonds

Neither Lonza Group Ltd nor any of its subsidiaries has outstanding convertible bonds.

## Options

As of 31 December 2023, no options or warrants to acquire shares issued by or on behalf of Lonza Group Ltd were outstanding.



# Board of Directors

The Board of Directors has eight members.

| Name               | Nationality        | Year of birth | Year of initial appointment | Expiration of current term in office | Independence |
|--------------------|--------------------|---------------|-----------------------------|--------------------------------------|--------------|
| Albert M. Baehny   | Swiss              | 1952          | 2017                        | 2024                                 | Independent  |
| Marion Helmes      | German             | 1965          | 2022                        | 2024                                 | Independent  |
| Angelica Kohlmann  | German / Brazilian | 1960          | 2018                        | 2024                                 | Independent  |
| Christoph Mäder    | Swiss              | 1959          | 2016                        | 2024                                 | Independent  |
| Roger Nitsch       | Swiss / German     | 1961          | 2022                        | 2024                                 | Independent  |
| Barbara Richmond   | British            | 1960          | 2014                        | 2024                                 | Independent  |
| Jürgen Steinemann  | German             | 1958          | 2014                        | 2024                                 | Independent  |
| Olivier Verscheure | Belgian            | 1972          | 2018                        | 2024                                 | Independent  |

After seven years as Board member and six years as Chairman of Lonza, Albert Baehny has decided to not stand for re-election at the upcoming Annual General Meeting (AGM) in May 2024. The Board will propose to shareholders at the upcoming AGM the election of Jean-Marc Huët as the new Chairman of the Board. Jean-Marc Huët would join the Board of Directors as independent member.

The composition of the Board of Directors meets the gender representation threshold set out in Section 734f of the Swiss Code of Obligations.

## Limitation of Number of Mandates

According to Article 26 of [Lonza's Articles of Association](#), no member of the Board of Directors may hold more than:

- Eight additional mandates in listed and non-listed companies, out of which not more than four mandates may be in listed companies; and
- Ten mandates in associations, trusts and employee welfare foundations, educational institutions and similar organizations (in all cases only to the extent they are an undertaking with an economic purpose).

The Chairperson of the Board of Directors may not hold more than eight additional mandates in listed and non-listed companies, out of which no more than three may be in listed companies. Mandates shall mean any membership in the board of directors, the executive committee, the advisory board or any comparable function under foreign law, of an undertaking with an economic purpose. Mandates in different legal entities that are under joint control or same beneficial ownership (including family asset management structures) are deemed one mandate. Mandates in companies that are controlled by Lonza or that control Lonza are not subject to the limitation set forth above. No member of the Board of Directors may hold more than five mandates at the request of Lonza or companies controlled by it, for a legal entity not affiliated with the group (including in pension funds or joint ventures).

All Board members comply with the provisions regarding their mandates. This is verified by Lonza on a regular basis.

## Elections and Terms of Office

Each member of the Board of Directors is individually elected by the Annual General Meeting for a term of office of one year until the end of the next Annual General Meeting. Board members may not serve more than twelve complete terms of office on the Board of Directors. If deemed in the best interest of the Company, the Board of Directors can extend this limit. The Chairperson of the Board of Directors is elected by the Shareholders' Meeting. The Vice-Chairperson is appointed by the Board of Directors. The members of the Nomination and Compensation Committee are elected by the Shareholders' Meeting on an annual basis. The members of the other Board Committees are appointed by the Board of Directors. The Chairpersons of the Board Committees are nominated by the members of the respective Board Committees, except the Chairperson of the Nomination and Compensation Committee. The Chairperson of that Committee is elected by the Board of Directors.

## Internal Organizational Structure

The Board of Directors consists of the Chairperson, the Vice-Chairperson and the other Board members. The Board of Directors strives to select the committee members based on their professional background and experience. In accordance

with [Lonza's Articles of Association](#), there must be at least five members. The members of the Board of Directors sat on the following committees in 2023:

| Name               | Audit and Compliance Committee | Nomination and Compensation Committee | Innovation and Technology Committee |
|--------------------|--------------------------------|---------------------------------------|-------------------------------------|
| Albert M. Baehny   |                                |                                       | Member                              |
| Marion Helmes      | Member                         |                                       |                                     |
| Angelica Kohlmann  |                                | Member                                | Chairperson                         |
| Christoph Mäder    | Member                         | Chairperson                           |                                     |
| Roger Nitsch       |                                |                                       | Member                              |
| Barbara Richmond   | Chairperson                    |                                       |                                     |
| Jürgen Steinemann  |                                | Member                                |                                     |
| Olivier Verscheure |                                |                                       | Member                              |

### Audit and Compliance Committee

The Audit and Compliance Committee (ACC) meets and consults regularly with the Executive Committee, Lonza Audit Services and the independent external auditors. In doing so, they review the scope and results of their work and their performance, according to the Audit and Compliance Committee Charter. Among other responsibilities, the Audit and Compliance Committee reviews: (i) the external auditors' independence; (ii) the systems of internal control and financial reporting; (iii) the risk management system; (iv) compliance with laws, regulations and policies; (v) Lonza's financial statements and results (including releases) and (vi) the reporting and assurance process for ESG. The Audit and Compliance Committee is empowered to decide the tasks assigned to it and regularly informs the full Board of Directors on all matters discussed and decided in its meetings. The members of the Audit and Compliance Committee benefit from their broad professional backgrounds and experience as former or present finance directors, member of audit committees, Chief Financial Officer (CFO) or Group General Counsel in other companies. Internal and external auditors have full and free access to the Audit and Compliance Committee. The Lonza Audit Services are overseen by the Audit and Compliance Committee and have a direct reporting line to the Chairperson of the Audit and Compliance Committee.

### Nomination and Compensation Committee

The Nomination and Compensation Committee (NCC) is entrusted with responsibilities that include the review and recommendation of compensation policies and plans (e.g. incentive compensation and equity plans) and the compensation of the members of the Executive Committee. This committee also makes an assessment to ensure that the area of nomination and compensation is in compliance with the standards set forth in the charter of the Nomination and Compensation Committee. In addition, the Nomination and Compensation Committee evaluates potential members of the Board of Directors. The Nomination and Compensation Committee is empowered to decide the tasks assigned to it. It regularly informs the full Board of Directors on matters discussed in its meetings and submits proposals for Board decision in accordance with the Nomination and Compensation Committee Charter.

### Innovation and Technology Committee

The Innovation and Technology Committee (ITC) monitors potential technology breakthroughs, supports management in driving innovation projects and provides and facilitates contacts, e.g. with academia and research institutions. With regard to the tasks assigned to it, the Innovation and Technology Committee regularly informs the full Board of Directors on all matters discussed and decided in its meetings, in accordance with the Innovation and Technology Committee Charter.

## Number of Meetings, Duration and Attendance

| Name               | Board of Directors | Audit and Compliance Committee | Nomination and Compensation Committee | Innovation and Technology Committee |
|--------------------|--------------------|--------------------------------|---------------------------------------|-------------------------------------|
| Number of meetings | 10                 | 6                              | 6                                     | 5                                   |
| Average duration   | 4h                 | 3h                             | 2.5h                                  | 2.5h                                |
| Overall attendance | 96%                | 94%                            | 100%                                  | 100%                                |

The [Regulations Governing Internal Organization and Board Committees](#) set out in detail the powers and responsibilities of the Board of Directors, its Committees and the Executive Committee. The Board Committees provide support to the Board of Directors in their respective areas of responsibility. The Board of Directors meets with all members of the Executive Committee at each ordinary Board meeting for business updates

and to take decisions. The Chief Executive Officer (CEO) is a permanent guest of the Innovation and Technology Committee and is regularly invited to the meetings of the Nomination and Compensation Committee. The Chief Financial Officer (CFO) attends all meetings of the Audit and Compliance Committee. The Chief Human Resources Officer (CHRO) is regularly invited to the meetings of the Nomination and Compensation Committee. The Executive Committee members are not present during NCC meetings when their own performance and compensation is discussed.

## Attendance

| Name                 | Board of Directors | Audit and Compliance Committee | Nomination and Compensation Committee | Innovation and Technology Committee |
|----------------------|--------------------|--------------------------------|---------------------------------------|-------------------------------------|
| <b>Meeting Total</b> | <b>10</b>          | <b>6</b>                       | <b>6</b>                              | <b>5</b>                            |
| Albert M. Baehny     | 10                 |                                |                                       | 5                                   |
| Marion Helmes        | 9                  | 5                              |                                       |                                     |
| Angelica Kohlmann    | 10                 |                                | 6                                     | 5                                   |
| Christoph Mäder      | 10                 | 6                              | 6                                     |                                     |
| Roger Nitsch         | 9                  |                                |                                       | 5                                   |
| Barbara Richmond     | 10                 | 6                              |                                       |                                     |
| Jürgen Steinemann    | 9                  |                                | 6                                     |                                     |
| Olivier Verscheure   | 10                 |                                |                                       | 5                                   |

### Areas of Responsibility

In accordance with the law and the [Lonza Articles of Association](#), the Board of Directors is the supreme governance body of the Group. The Board of Directors is responsible for the tasks assigned to it according to (i) Article 18 of the Lonza Articles of Association and (ii) the [Regulations Governing Internal Organization and Board Committees](#) (Article 2.8). The Board of Directors defines the strategic direction of Lonza and is responsible for the ultimate management of Lonza. It also supervises the persons entrusted with Group management and is responsible for issuing the necessary instructions, especially with regard to compliance with the law, the Articles of Association and the regulations and directives. In compliance with the law and the Articles of Association, the Board of Directors has – with the exception of non-delegable and inalienable duties – delegated the management of the company to the Executive Committee. The Board of Directors commits itself to maintaining the highest standards of integrity and transparency in its governance of Lonza. On an annual basis, the Board undertakes a self-assessment process. The aim is to achieve continuous improvement in the functioning of the Board.

Governance and oversight of sustainability and environmental, social and governance (ESG) topics is with the Board of Directors, headed by the Chairperson of the Board, with specific aspects to be covered by the three Board Committees. While the Board acts as sponsor and overall owner of the program, the implementation is the responsibility of the Executive Committee. The Board and its Committees review and endorse Lonza's sustainability efforts and reporting. Sustainability includes ESG topics of importance relating to Lonza's business and stakeholders. The Sustainability and Risk Committee (SRC), headed by the Lonza

Group General Counsel and Company Secretary, manages identified material topics (as shown in the Materiality Matrix in the [2023 Sustainability Report](#)) and is responsible for sustainability reporting. The Head of Global Sustainability and the Head of Global Environment, Health and Safety (EHS) and their teams are responsible for proposing the corporate sustainability strategy and implementing and overseeing the Safety and Sustainability Policy. The Global Sustainability and EHS teams report to Lonza's Group General Counsel and Company Secretary.

### Information and Control Instruments

The Board of Directors receives sufficient information from the Executive Committee to perform its supervisory duty and to make the decisions that are reserved for the Board of Directors through several means discussed below.

### Board Information

The [Regulations Governing Internal Organization and Board Committees](#) require the CEO to inform the Executive Committee about business activities of the Group and, together with the Chairperson, inform the Board of Directors on the business activities of the Group and keep the Board of Directors constantly informed on all important business transactions and issues. During Board meetings, each member of the Board may request information from other members of the Board, as well as from the members of the Executive Committee present on all affairs of the Company and the Group. Outside of Board meetings, each member of the Board may request from the members of the Executive Committee information concerning the course of business of the Company and the Group.



### Regular Reports to the Board

In addition to the documents required to pass resolutions, the Board of Directors receives the following reports:

- Reports on the sales and earnings performance of the Group structured by divisions;
- Reports on the cash flows, debt and debt-equity ratio, plus other relevant key figures for the Group on a quarterly basis;
- Qualitative assessments of the divisions on a quarterly basis;
- Reports of the external audit for the full-year results and procedures performed on the half-year results (through the Audit and Compliance Committee);
- In cases involving extraordinary events of considerable commercial relevance, the Board of Directors receives direct, immediate information;
- Risk assessment reports submitted at least once per year; they are designed to provide the Board with a consistent, Group-wide perspective of key risks;
- Ethics & Compliance update, including information on hotline reports.

### Internal Audit

The Board of Directors, through the Audit and Compliance Committee, is supported by Lonza Audit Services. The team of nine authorized internal audit positions reviews financial, operational and information technology related activities of the entire Lonza Group with a risk-based audit program. The audit teams continually evaluate the adequacy and effectiveness of the system of internal controls as well as compliance with company policies, procedures, and external regulations. They recommend appropriate actions to correct deficiencies identified. In 2023, Lonza Audit Services delivered 11 internal audit and advisory engagement reports to the Audit and Compliance Committee, and they also informed the Audit and Compliance Committee about the status of implementation of agreed action plans with three follow-up audit reports.

### Internal Control System

Lonza has implemented a financial control framework, in accordance with the requirements of the Swiss law, comprising relevant policies, procedures and controls. It provides the Group's management and Board of Directors with a reasonable degree of assurance that business processes are performed efficiently and effectively, in compliance with policies and laws, assets are safeguarded and financial statements are reliable.

### Compliance Instruments

In addition to the above-mentioned control instruments, Lonza has implemented various other measures to improve compliance within the Group. The implementation of these measures is supervised by the Audit and Compliance Committee. One of these measures is the issuance of a Code of Conduct that expresses Lonza's core principles and values in regard to professional business behavior and provides assistance in recognizing, understanding and complying with the laws and ethical standards that govern Lonza's business activities. The Code of Conduct is available to all employees and information about it has been widely circulated within the Group. Lonza employees have to pass yearly online training courses, dealing with topics such as those addressed by the Code of Conduct, in particular antibribery, competition law and conflicts of interest. In addition to these measures, Lonza offers a "whistleblower" hotline (known as "Lonza Ethics Hotline"), which is operated by an external company. Internal investigations and any corresponding remediation measures are handled internally by Ethics & Compliance. Cases disclosed through the "whistleblower" hotline are ultimately reported to the Audit and Compliance Committee. Lonza periodically reviews and updates its policies to address changes in laws and regulations and to further strengthen its compliance programs.

### Risk Assessment

The Board of Directors carries out risk assessments on a minimum of an annual basis. The objective of the risk assessments is to make the principal risks to which Lonza is exposed more transparent and to improve risk mitigation. In its risk assessment for 2023, the Board of Directors identified inter alia commercial, operational and cybersecurity risks for which corresponding risk mitigation measures have been adopted.



## CVs Board of Directors

Members of the Board of Directors as of 31 December 2023

**Albert M. Baehny**

Nationality: Swiss  
Year of birth: 1952

Chief Executive Officer (CEO) *ad interim* (since October 2023), Chairman of the Board of Directors of Lonza Group Ltd (since 2018), Independent member of the Board of Directors of Lonza Group Ltd (since April 2017).

On 1 October 2023, Albert M. Baehny took on the responsibilities as CEO *ad interim* until a permanent successor is found.

Albert M. Baehny holds a degree in biology from the University of Fribourg (CH).

**Current Activities and Functions****Public Company Boards:**

- Member of the Board of Directors of Investis Group Holding SA (since 2016)
- Chairman of the Board of Directors of Geberit AG (since 2011)

**Former Activities and Functions**

- CEO *ad interim* of Lonza Group Ltd (2019 – 2020)
- CEO of Geberit Group (2005 – 2014)
- Head of Group Division Marketing and Sales Europe for Geberit Group (2003 – 2004)
- Senior Vice-President at Wacker Chemie AG (2001 – 2002)
- Various Marketing, Sales, Strategic Planning and Global Management Positions with:
  - Vantico (2000 – 2001)
  - Ciba-Geigy / Ciba Specialty Chemicals (1994 – 2000)
  - Dow Chemicals Europe (1981 – 1993)
  - Serono-Hypolab (1979 – 1981)

**Christoph Mäder**

Nationality: Swiss  
Year of birth: 1959

Vice-Chairman of the Board of Directors of Lonza Group Ltd (since April 2020); Independent member of the Board of Directors of Lonza Group Ltd (since April 2016)

On 12 November 2019 Christoph Mäder was appointed **Lead Independent Director** by the Board.

Christoph Mäder holds a Master's degree in law from the University of Basel (CH) and is admitted to the Swiss Bar.

**Current Activities and Functions**

Christoph Mäder is the Chair of the Nomination and Compensation Committee (NCC), which is in charge of overseeing the evaluation of company leadership, succession planning, compensation policies and programs as well as leadership compensation, including setting the ESG targets within the Lonza Bonus target, and to oversee the achievements of such targets on an annual basis.

He is also a member of the Audit and Compliance Committee (ACC), which is in charge of overseeing the systems of internal control and financial reporting, and compliance with laws and regulations, including the reporting and assurance process for ESG.

**Public Company Boards:**

- Member of the Board of Directors Baloise Holding AG (since 2019)

**Further Appointments:**

- Member of the Bank Council, Swiss National Bank (since 2021)
- President of Economiesuisse (since 2020)
- Member of the Board of Directors Assivalor AG (since 2019)
- Member of the Advisory Board of Accenture Switzerland (since 2019)
- Partner at the law firm Becker | Gurini | Partner (since 2019)
- Member of the Council of Schweizer Jugend forscht (since 2018)
- Member of the Advisory Board of Vereinigung Schweizerischer Unternehmen in Deutschland (since 2016)
- Member of the Advisory Board of Loeba GmbH (since 2014)

**Former Activities and Functions**

- Member of the Board of EMS Chemie Holding AG (2018 – 2023)
- Member of the Group Executive Committee of Syngenta (2000 – 2018)
- Member of the Board Committee of economiesuisse (2008 – 2019)
- Vice-Chairman of economiesuisse (2011 – 2017)
- Member of the Executive Board of the Business and Industry Advisory Committee (BIAC) for the Organization for Economic Co-operation and Development (OECD) (2012 – 2016)
- Member of the Board of scienceindustries (2006 – 2018)
- Member of the Board of the Basel Chamber of Commerce (2002 – 2018)
- Head of Legal & Public Affairs for Novartis Crop Protection AG (1999 – 2000)
- Senior Corporate Counsel for Novartis International AG (1992 – 1998)

**Marion Helmes**

Nationality: German  
Year of birth: 1965

Independent member of the Board of Directors of Lonza Group Ltd (since May 2022).

Marion Helmes has extensive financial expertise as well as global operational experience from a career that includes Chief Financial Officer positions at Celesio, Q-Cells and with ThyssenKrupp's Elevator and Stainless divisions. She currently holds Board Memberships with ProSiebenSat.1 Media, Siemens Healthineers AG and Heineken N.V.

Marion has a degree in Business Administration from Freie Universität Berlin and a PhD from the University of St. Gallen.

**Current Activities and Functions**

Marion Helmes is a member of the Audit and Compliance Committee (ACC), which is in charge of overseeing the systems of internal control and financial reporting, and compliance with laws and regulations, including the reporting and assurance process for ESG.

**Public Company Boards:**

- Member of the Board of Directors, Chair of the Audit Committee of Heineken N.V. (since 2018)
- Member of the Board of Directors, Chair of the Audit Committee of Siemens Healthineers AG (since 2018)

**Former Activities and Functions**

- Vice Chair, Member of the Presiding, Compensation and Audit and Finance Committee of ProSiebenSat.1 Media SE (2014 – 2023)
- Member of the Board of Directors, Member of the Remuneration Committee of British American Tobacco plc (2016 – 2022)
- Chief Financial Officer, Celesio AG. From 2013, Speaker of the Management Board (2012 – 2014)
- Chief Financial Officer, Q-Cells SE (2010 – 2011)
- Chief Financial Officer, ThyssenKrupp Elevator AG (2006 – 2010)
- Chief Financial Officer, ThyssenKrupp Stainless AG (2005 – 2006)
- Various positions in Mergers & Acquisitions, Corporate Development and Controlling, ThyssenKrupp AG (1997 – 2005)
- Project Manager, St. Gallen Consulting Group (1996)
- Manager Restructuring, Privatisation, Treuhandanstalt (1991 – 1994)

**Angelica Kohlmann**

Nationality: German, Brazilian  
Year of birth: 1960

Independent member of the Board of Directors of Lonza Group Ltd (since May 2018).

Angelica Kohlmann holds a MD and doctorate in medicine from Hamburg University (DE).

**Current Activities and Functions**

Angelica Kohlmann is a member of the Nomination and Compensation Committee (NCC), which is in charge of overseeing the evaluation of company leadership, succession planning, compensation policies and programs as well as leadership compensation, including setting the ESG targets within the Lonza Bonus target, and to oversee the achievements of such targets on an annual basis.

She is the Chair of the Innovation and Technology Committee (ITC), which is in charge of reviewing the innovation and technology at Lonza, including ESG developments.

- Chair of the Board of Directors, Bloom Diagnostics AG (since 2018)
- Member International Advisory Board IE University and Business School, Madrid (since 2017)
- Chair of the Board of Directors, Kohlmann & Co AG (since 2013)
- International investor in biotech and tech, based in Switzerland (since 2014)
- Chair of the Advisory Board Peter Drucker Society Europe / Global Peter Drucker Forum, Vienna (since 2009)

**Former Activities and Functions**

- Board Observer Teralytics AG (2017 – 2023)
- Member Advisory Board UBS Unique (2017 – 2018)
- Director Trinnacle Fund Ltd (2016 – 2017)
- Member Board of Directors Teralytics AG (2013 – 2016)
- Founder & CEO Ifitech GmbH, Germany (2010 – 2017)
- International investor in biotech and tech, based in Germany (2000 – 2013)
- International consultant for strategy, management, investments and restructuring (1992 – 1999)
- Head global restructuring Behringwerke AG, Germany (1990 – 1992)
- Member Board Staff Hoechst AG, Germany (1988 – 1990)
- International Marketing Group Leader at Behringwerke AG (1986 – 1988)
- MD Anderson Cancer Center, Houston and Memorial Sloan Kettering Cancer Center, New York, USA





### Roger Nitsch

Nationality: Swiss, German  
Year of birth: 1961

Independent member of the Board of Directors of Lonza Group Ltd (since May 2022).

Roger Nitsch serves as CEO and President of Neurimmune, which he founded in 2006 with two business partners. A neuroscientist with a background in medicine, Roger is recognized as an opinion leader in neurodegenerative diseases with over 30 years of experience in Alzheimer's disease research and drug development. A Potamkin Prize winner and Member of the German Academy of Sciences, Roger served as a founding director of the Institute for Regenerative Medicine (IREM), University of Zurich.

Roger Nitsch is a Professor emeritus at the University of Zurich, he holds an MD degree from the University of Heidelberg and earned his post-doctoral qualification at the Massachusetts Institute of Technology and Harvard Medical School.

#### Current Activities and Functions

Roger Nitsch is a member of the Innovation and Technology Committee (ITC), which is in charge of reviewing the innovation and technology at Lonza, including ESG developments.

- CEO and President of the Board of Directors of Neurimmune Group (since 2006)
- Member of the Advisory Board of PUREOS Bioventures (since 2017)
- Member of the Board of Directors of NOVAGO Therapeutics AG (since 2015)
- Member of the Board of Directors of INTEGRA Biosciences Holding AG (since 2002)

#### Former Activities and Functions

- Professor at the University of Zurich (1998 – 2024)
- Director and co-founder of the Institute for Regenerative Medicine University of Zurich (2016 – 2020)
- Overseas Visiting Professor of Health Science Aino University, Osaka, Japan (2016 – 2018)
- Member of the Advisory Board Max-Planck-Institute for Psychiatry, Munich (2009 – 2012)
- Member and Chairman of the Scientific Advisory Board Institute for Advanced Studies (2006 – 2012)
- Chairman, Board of Trustees, Center for Clinical Research University Hospital Zurich (2002 – 2014)
- Vice Dean Research, Medical Faculty at the University of Zurich (2002 – 2008)
- Coordinator of the European Union DIADEM and APOPIS Research Consortia (1999 – 2006)
- Director at the Psychiatric University Hospital Zurich (1998 – 2005)
- Member of the Board of Directors and co-founder EVOTEC Neurosciences (1995 – 1998)
- Post-Doc, M.I.T. and Harvard Medical School (1990 – 1995)
- Post-Doc, University of Heidelberg (1987 – 1990)
- Research Fellow, Max-Planck Institute for Medical Research, Heidelberg (1983 – 1987)



### Barbara Richmond

Nationality: British  
Year of birth: 1960

Independent member of the Board of Directors of Lonza Group Ltd (since April 2014).

Barbara Richmond holds a first-class degree in management science from the University of Manchester Institute of Science and Technology in England. Barbara Richmond has substantial knowledge as a financial expert, demonstrated by her roles as CFO for various companies. She is a Fellow of the Institute of Chartered Accountants in England and Wales.

#### Current Activities and Functions

Barbara Richmond is the Chair of the Audit and Compliance Committee (ACC), which is in charge of overseeing the systems of internal control and financial reporting, and compliance with laws and regulations, including the reporting and assurance process for ESG.

#### Public Company Boards:

- Group CFO of Redrow plc (since 2010)

#### Former Activities and Functions

- Group CFO of Inchcape plc (2006 – 2009)
- Non-Executive Director and Audit Committee Chair of Scarborough Building Society until its merger with The Skipton Building Society (2005 – 2009)
- Non-Executive Director, Senior Independent Director and Audit Committee Chair of Carclo Group plc (2000 – 2006)
- Group CFO of Croda International plc (1997 – 2006) with dual role as Group CFO and President of Active Ingredients and Industrial Chemicals from 2002 to 2006
- Group CFO of Whessoe plc in 1993 (1993 – 1997)
- Various financial roles in Alstom Group SA (1987 – 1992)
- Auditor and management consultant for Arthur Andersen (1981 – 1984)



### Jürgen Steinemann

Nationality: German  
Year of birth: 1958

Independent member of the Board of Directors of Lonza Group Ltd (since April 2014).

Jürgen Steinemann holds a degree in Economics and Business Management from the European Business School in Wiesbaden (DE), London (UK) and Paris (FR).

#### Current Activities and Functions

Jürgen Steinemann is a member of the Nomination and Compensation Committee (NCC), which is in charge of overseeing the evaluation of company leadership, succession planning, compensation policies and programs as well as leadership compensation, including setting the ESG targets within the Lonza Bonus target, and to oversee the achievements of such targets on an annual basis.

#### Public Company Boards:

- Chairman of the Supervisory Board of Metro AG (since 2015)

#### Further Appointments:

- Chairman of the Supervisory Board of Barentz International B.V. (since 2020)
- Managing Director of JBS Holding GmbH (since 2017)
- Chairman of the Supervisory Board of Bankiva B.V. (since 2017)
- Member of the Supervisory Board of Big Dutchman AG (since 2015)

#### Former Activities and Functions

- Member of the Advisory Board of Tower Brook Capital Partners LP (2017 – 2022)
- Member of the Board of Directors of Barry Callebaut AG (2015 – 2020)
- Chief Executive Officer of Barry Callebaut Ltd (2009 – 2015)
- Member of the Board of the Swiss-American Chamber of Commerce (2011 – 2015)
- Member of the Executive Board and Chief Operating Officer of Nutreco (2001 – 2009)
- Chief Executive Officer of Lodders Croklaan (1999 – 2001)
- Various senior positions in business-to-business marketing and sales with the former Eridania Béghin-Say Group, ultimately in the «Corporate Plan et Stratégie» unit at the head office in Paris (1990 – 1998)



### Olivier Verscheure

Nationality: Belgian  
Year of birth: 1972

Independent member of the Board of Directors of Lonza Group Ltd (since May 2018).

Olivier Verscheure is a Professor of Computer Science at EPFL (ETH Lausanne) and the co-founder and Executive Director of the Swiss Data Science Center, a national hub for applied Artificial Intelligence (AI) and Data Science, jointly hosted at EPFL in Lausanne and ETH Zurich since 2016. Olivier also co-leads an executive training program in Data Science and Management with HEC Lausanne, blending his expertise in academia and industry. Before joining EPFL, he held various research and leadership positions at IBM in the United States and Ireland.

Olivier holds a PhD in Computer Science from EPFL (July 1999).

#### Current Activities and Functions

Olivier Verscheure is a member of the Innovation and Technology Committee (ITC), which is in charge of reviewing the innovation and technology at Lonza, including ESG developments.

- Member of the Foundation Council, SWITCH (since 2019)
- Co-Director of the Executive Education program in Data Science and Management, HEC Lausanne and EPFL (since 2018)
- Member of the Scientific Advisory Board, ETH Strategic Initiative on Personalized Health and Related Technologies (since 2017)
- Co-Founder and Executive Director of the Swiss Data Science Center (since 2016)

#### Former Activities and Functions

- Research Program Director at IBM Research, Ireland (2010 – 2016)
- Senior Research Manager at the IBM T.J. Watson Research Center, New York (2004 – 2010)
- Senior member of the research staff at the IBM T.J. Watson Research Center, New York (1999 – 2004)



# Executive Committee

The Board of Directors appoints the members of the Executive of Directors. Lonza's Executive Committee performs the duties assigned to it by the Board of Directors under the terms of the Regulations Governing Internal Organization and Board Committees. It is responsible for managing Lonza worldwide and

for implementing policies and strategies as defined by the Board of Directors. The Executive Committee supports and coordinates the activities of the divisions, the corporate functions and the global business service organization. The Executive Committee is also responsible for leadership development.

## Members of the Executive Committee

| Name                   | Nationality             | Year of Birth | Function   |
|------------------------|-------------------------|---------------|--|
| Albert M. Baehny       | Swiss                   | 1952          | Chief Executive Officer <i>ad interim</i> (since October 2023) |
| Pierre-Alain Ruffieux  | Swiss                   | 1969          | Chief Executive Officer (until September 2023)                 |
| Philippe Deecke        | Swiss / German / French | 1972          | Chief Financial Officer  |
| Ulrike Kaeppler        | German                  | 1967          | Chief Human Resources Officer (since January 2024)             |
| Caroline Barth         | British / Swiss         | 1972          | Chief Human Resources Officer (until May 2023)                 |
| Maria Soler Nunez      | Spanish                 | 1969          | Head, Group Operations   |
| Christian Seufert      | German                  | 1975          | President, Capsules & Health Ingredients                       |
| Gordon Bates           | British                 | 1965          | President, Small Molecules                                     |
| Jean-Christophe Hyvert | Swiss / French          | 1972          | President, Biologics   |
| Daniel Palmacci        | German / Italian / US   | 1969          | President, Cell & Gene   |

[The composition of the Executive Committee meets the gender representation threshold set out in Section 734f of the Swiss Code of Obligations.]

### Limitation of Number of Mandates

According to Article 26 of the Lonza Articles of Association, no member of the Executive Committee may hold more than:

- One additional mandate in a listed company;
- Two additional mandates in non-listed companies; and
- Ten mandates in associations, trusts and employee welfare foundations, educational institutions and similar organizations (in all cases only to the extent they are an undertaking with an economic purpose).

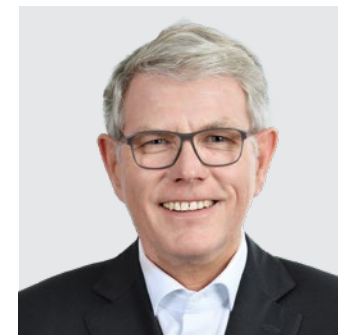
Mandates shall mean any membership in the Board of Directors, the Executive Committee, the advisory board or any comparable function under foreign law, of an undertaking with an economic purpose. Mandates in different legal entities that are under joint control or same beneficial ownership (including family asset management structures) are deemed one mandate. Mandates in companies that are controlled by Lonza or that control Lonza are not subject to the limitation set forth above. No member of the Executive Committee may hold more than five mandates at the request of Lonza or companies controlled by it, for a legal entity not affiliated with the group (including in pension funds or joint ventures).

### Management Contracts

Lonza Group Ltd has not entered into management contracts with companies or natural persons not belonging to the Group.

## CVs Executive Committee

Members of the Executive Committee as of 31 December 2023



### Albert M. Baehny

Nationality: Swiss  
Year of birth: 1952

Chief Executive Officer (CEO) *ad interim* (since October 2023) and Chairman of the Board of Directors of Lonza Group Ltd (since 2018).

On 1 October 2023, Albert M. Baehny took on the responsibilities as CEO *ad interim* until a permanent successor is found.

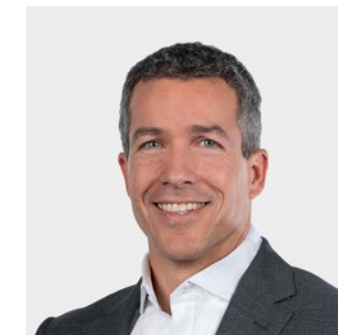
Albert M. Baehny holds a degree in biology from the University of Fribourg (CH).

#### Current Activities and Functions

- Independent member of the Board of Directors of Lonza Group Ltd (since April 2017)
- Member of the Board of Directors of Investis Group Holding SA (since 2016)
- Chairman of the Board of Directors of Geberit AG (since 2011)

#### Former Activities and Functions

- CEO *ad interim* of Lonza Group Ltd (2019 – 2020)
- CEO of Geberit Group (2005 – 2014)
- Head of Group Division Marketing and Sales Europe for Geberit Group (2003 – 2004)
- Senior Vice-President at Wacker Chemie AG (2001 – 2002)
- Various Marketing, Sales, Strategic Planning and Global Management Positions with:
  - Vantico (2000 – 2001)
  - Ciba-Geigy / Ciba Specialty Chemicals (1994 – 2000)
  - Dow Chemicals Europe (1981 – 1993)
  - Serono-Hypolab (1979 – 1981)



### Philippe Deecke

Nationality: Swiss, German, French  
Year of birth: 1972

Chief Financial Officer (CFO) and Member of the Executive Committee (since December 2021)

Philippe holds a Master's Degree in Industrial Management and Manufacturing and a Bachelor's Degree in Computer Science from the Swiss Federal Institute of Technology (ETH), Zürich (CH), as well as an MBA from Cornell University's Johnson School (US).

#### Current Activities

- Member of the Board of Directors, Assura (since May 2023)

#### Former Activities and Functions

- Chief Financial Officer and Member of the Executive Committee, Lonza Group Ltd (2021)
- CFO, Novartis Oncology (2021)
- CFO, Sandoz, division of Novartis (2017 – 2021)
- CFO, Alcon EMEA, division of Novartis (2015 – 2017)
- Head Group Business planning and Analysis, Novartis International AG (2012 – 2015)
- CFO, Chief Financial and Administration Officer, Novartis Schweiz AG (2010 – 2012)
- Project Director, Novartis International AG (2008 – 2010)
- Head Finance, Novartis Pharmaceutical Inc. (US) (2006 – 2008)
- Assistant to CEO, Novartis International AG (2005 – 2006)
- Associate Principal, McKinsey (1998 – 2005)



### Gordon Bates

Nationality: British  
Year of birth: 1965

President, Small Molecules Division (since January 2021) and Member of the Executive Committee (since April 2021)

Gordon Bates holds a master's degree in Engineering Business Management from the University of Warwick (UK).

#### Former Activities and Functions

- President, Lonza Chemical Division (2018 – 2020)
- Senior Vice President, Business Unit Head, Lonza Chemical and Microbial Manufacturing (2015 – 2017)
- Global Head of Sales, Lonza Pharma Custom Manufacturing (2013 – 2015)
- Head of Operations and Site Manager, Lonza Slough (UK) (2007 – 2013)
- Global Head of Lonza Operational Excellence (2003 – 2007)



### Jean-Christophe Hyvert

Nationality: Swiss, French  
Year of birth: 1972

President, Biologics (since January 2021) and Member of the Executive Committee (since April 2021)

Jean-Christophe Hyvert holds a master's degree in Physics from INSA, Rennes (FR) and an MBA from the Northwestern University (USA).

#### Former Activities and Functions

- President, Lonza Cell & Gene Division (2021 – 2022)
- Chief Commercial Officer, Lonza Pharma Biotech & Nutrition Segment (2019 – 2020)
- Vice President, Finance, Lonza Pharma & Biotech Segment (2017 – 2019)
- Finance Director ECEMEA, Baxter International (2016 – 2017)
- Senior Director EMEA Business Development, Baxter International (2015 – 2016)
- Finance Director, Baxter International (2013 – 2014)
- Various leadership positions in Finance and Operations at Newell Rubbermaid, Lehman Brothers and Legris (covering Corporate Development, M&A and Supply Chain) (1995 – 2013)



### Ulrike Kaeppler

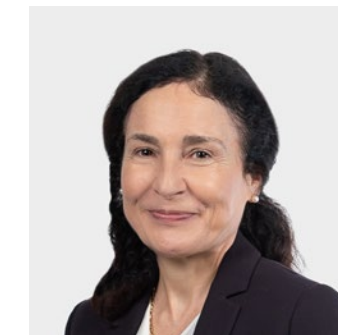
Nationality: German  
Year of birth: 1965

Chief Human Resources Officer and Member of the Executive Committee (since January 2024)

Ulrike holds a graduate degree in Business Administration from Staatliche Berufshochschule Stuttgart.

#### Former Activities and Functions

- Senior Vice President, Various HR Leadership Positions, Smith + Nephew (2015 – 2023)
- Member of the Board/Chairman Compensation Nomination Committee, REHAU (2017 – 2020)
- Vice President, Various HR Leadership Positions, Smith + Nephew (2009 – 2014)
- HR Director, SC Johnson (1993 – 2009)



### Maria Soler Nunez

Nationality: Spanish  
Year of birth: 1969

Head, Group Operations and Member of the Executive Committee (since August 2022)

Maria Soler Nunez holds a PhD in Pharmacy in the area of Genetics, Molecular Biology from the Universidad Complutense de Madrid (ES).

#### Former Activities and Functions

- Chief Quality Officer, Novartis (2020 – 2022)
- Head Global Manufacturing Functions, Novartis (2018 – 2020)
- Head Packaging and Manufacturing, Science & Technology, Novartis (2018)
- Head Manufacturing, Science & Technology, Novartis (2016 – 2017)
- Various regional and global leadership positions in Manufacturing and Quality at Novartis and Lilly (1997 – 2016)





### Daniel Palmacci

Nationality: German, Italian, US  
Year of birth: 1969

President, Cell & Gene and Member of the Executive Committee (since November 2022)

Daniel Palmacci holds a Master's Degree in Chemistry and Process Engineering with High Honors from the Technical University Berlin (DE).

#### Current Activities

- Member of the Board of Directors, LOWENCO (since September 2022)

#### Former Activities and Functions

- Senior Vice President, Global Head Technical Operations, MorphoSys (2020 – 2022)
- Global Head Vaccines & Biologics Strategic Facility Creation, Merck Sharp & Dohme (2019 – 2020)
- Global Head Drug Substance Biopharma Manufacturing / CEO Sandoz GmbH, Novartis (2018 – 2019)
- Site Head, Drug Product Schafftenau, Novartis (2017 – 2018)
- Global Head External Supplier Operations, Biopharma, Sandoz – Novartis (2015 – 2017)
- Global Head Technical Operations, Biopharma, Sandoz – Novartis (2015)
- Global Product Leader & Global Head Manufacturing, Science & Technology (MS&T), Sandoz – Novartis (2013 – 2015)
- Head of Manufacturing, Bayer Healthcare (2008 – 2013)
- Director of Operations – Plant Manager, Bayer Healthcare (2006 – 2008)
- Various Project Manager and QA Manager roles at Berlex LCC, Schering AG, Schering do Brazil, Ingea depotec and GTZ (1994 – 2006)



### Christian Seufert

Nationality: German  
Year of birth: 1975

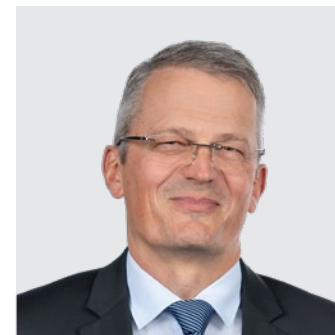
President, Capsules & Health Ingredients Division and Member of the Executive Committee (since July 2022)

Christian Seufert holds a master's degree in Business Administration and Economics from the University of Hohenheim (DE).

#### Former Activities and Functions

- Senior Vice President Pharma Solutions/Nutrition & Health Americas, BASF (2018 – 2022)
- Vice President, Global Segment Management Aroma Ingredients, BASF (2015 – 2018)
- Vice President, Regional Business Management Home Care, Industrial and Institutional Cleaning, Europe & EAWA, BASF (2012 – 2014)
- Vice President/Director, Regional Business Management Formulation Technologies, North America, BASF (2009 – 2012)
- Various regional and global leadership positions in Strategy, Sales and Marketing at BASF (2002 – 2009)

## Former Members of the Executive Committee in 2023<sup>1</sup>



### Pierre-Alain Ruffieux, PhD

Nationality: Swiss  
Year of birth: 1969

Chief Executive Officer (CEO) and Member of the Executive Committee (from November 2020 until September 2023)

Pierre-Alain Ruffieux holds a doctorate in Biotechnology and a master's degree in Chemical Engineering and Biotechnology from the Swiss Federal Institute of Technology (EPFL), Lausanne (CH).

#### Former Activities and Functions

- Head of Global Pharma Technical Operations & Member Pharma Executive Team, F. Hoffmann-La Roche (2017 – 2020)
- Head of Quality and Compliance, Global Pharma Technical Operations, F. Hoffmann-La Roche (2015 – 2017)
- Head of Quality, Pharmaceutical Division & Member Pharmaceutical Executive Committee, Novartis Pharmaceuticals (2012 – 2015)
- Head of Global Pharma Technical Operations & Biologics Quality Assurance, Novartis Pharmaceuticals (2010 – 2012)
- Global Head of Quality for Biopharmaceutical, Novartis Pharmaceuticals (2009 – 2010)
- Various positions in technical development and manufacturing at Novartis Pharmaceuticals & Sandoz, Novartis Group (2003 – 2009)
- Various positions in technical development and manufacturing at Sero (now Merck Sero) (1998 – 2003)



### Caroline Barth

Nationality: British, Swiss  
Year of birth: 1972

Chief Human Resources Officer (CHRO) and Member of the Executive Committee (from May 2020 until April 2023)

Caroline Barth holds a degree in European Business Studies from the University of Sunderland (UK) and an MBA from The Open University, Brussels (BE).

#### Former Activities and Functions

- Global Head of Human Resources, Pharma, Novartis Pharma AG (2016 – 2020)
- Global Head Pharma Strategy, Novartis Pharma AG (2019)
- Global Head of Human Resources, Pharma Manufacturing and Quality, Novartis Pharma AG (2014 – 2016)
- Global Head of Human Resources, Central & Eastern Europe, Novartis Pharma AG (2013 – 2014)
- VP, Human Resources Canada Pharma & Corporate HR Leader, Novartis Pharma AG (2010 – 2013)
- Head of Talent Management, Organizational Development & Staffing, Europe, Novartis Pharma AG (2008 – 2010)
- Head of Human Resources Global IT, Novartis Pharma AG (2006 – 2008)
- Human Resources Integration Leader, Novartis Pharma AG (2004 – 2006)
- HR Communications Leader, EMEA & APAC, Cisco Systems (2001 – 2003)
- HR Generalist, Emerging Markets, Cisco Systems (1997 – 2001)

<sup>1</sup> Information tracked until the end of employment with Lonza

# Compensation, Shareholdings and Loans

Details of Board and Executive Committee compensation are contained in the Remuneration Report, respectively on page 183 and 187.

# Shareholders' Participation Rights

## Voting-Rights Restrictions and Representation

Only persons with valid entries in the share register are recognized as shareholders or usufructuaries. A shareholder may only be represented at the Annual General Meeting by a legal representative, another shareholder entitled to vote or the independent proxy. Persons who do not declare to have acquired their shares in their own name and for their own account are considered "nominees" and will only be entered with voting rights in the share register up to a maximum of 2% of the share capital, unless the entitled persons are revealed. The details are set out in Article 6 of the [Lonza Articles of Association](#). This "nominee" exemption allows for non-registration up to 2% of the share capital. It is not meant to serve as takeover defense. This restriction may only be removed by a resolution of a Shareholders' Meeting with a quorum in accordance with Swiss law. Each share has the right to one vote and is entitled to dividend. The shares held by Lonza are not entitled to vote at the Annual General Meeting and bear no dividend. Lonza may use an electronic voting system for all the resolutions to be taken at its Annual General Meeting. The [Lonza Articles of Association](#) do not contain any other rules on electronic participation in the Shareholders' Meeting, nor specific rules on the issue of instructions to the independent proxy.

## Statutory Quora

Except as otherwise stipulated by law, an absolute majority of the votes represented at the Annual General Meeting is required for resolutions and elections. For certain important matters such as a change of the company purpose and domicile, the dissolution of the company without liquidation, and certain matters relating to capital changes, Article 704 of the Swiss Code of Obligations requires at least two-thirds of the voting rights represented and an absolute majority of the nominal value of shares represented.

## Convocation of Shareholders' Meetings

Ordinary Shareholders' Meetings are called in accordance with the law and the [Lonza Articles of Association](#). Extraordinary Shareholders' Meetings must be called upon resolution of a Shareholders' Meeting or if demanded by one or more shareholders representing at least 5% of the share capital. Lonza posts the invitation to shareholders at least 20 days before the Annual General Meeting and publishes it on its website, as well as in the Swiss Official Gazette of Commerce.

## Agenda

One or more shareholders representing together at least 0.134 percent of the share capital may request an item to be included in the agenda of a Shareholders' Meeting. The request to include an item must be submitted in writing at least 40 days before the meeting, stating the item to be included and the motions.

## Entry in the Share Register

Purchasers of Lonza shares may submit a request to be entered, without limitation, as shareholders with voting rights in the share register, provided they expressly declare that they have acquired these shares in their own name and on their own account. Special rules exist for persons who do not expressly declare in the entry application that they hold the shares on their own account (nominees) – see Limitations on Transferability and Nominee Registrations, page 199. There are no special rules in the [Lonza Articles of Association](#) concerning a deadline for entry in the share register. The share register will be closed this year on Tuesday, 23 April 2024 at 5:00 pm CEST.

# Changes of Control and Defense Measures

## Duty to Make an Offer

According to the Swiss Federal Act on Financial Infrastructures and Market Conduct in Securities and Derivatives Trading (Financial Market Infrastructure Act, FMIA), an investor who acquires more than 33 1/3% of all voting rights (directly, indirectly or in concert with third parties) whether they are exercisable or not, is required to submit a takeover offer for all shares outstanding. No special opting-out or opting-up dispositions are contained in the [Lonza Articles of Association](#).

## Clauses on Change of Control

The employment agreements of the Executive Committee members contain certain clauses on change of control, which are outlined in the Compensation of the Executive Committee section of the Remuneration Report. In addition, Lonza's Long-Term Incentive Plan (LTIP) provides that unvested awards or blocked shares unconditionally vest upon change of control (see Compensation of the Executive Committee section of the Remuneration Report, page 179).

# Auditors

## Duration of the Mandate and Term of Office of the Auditor in Charge

The independent auditor, KPMG AG (Badenerstrasse 172, 8004, Zurich, Switzerland), has held the mandate as the external statutory auditor of Lonza Group Ltd and the Group since 1999. The external statutory auditor is elected at the Annual General Meeting for a term of one year. Florin Krapp from KPMG AG has

been nominated as lead auditor in charge for the financial year 2023. She first held the mandate as lead auditor in the financial year 2021. Lonza's Audit and Compliance Committee ensures that the auditor in charge is rotated at least every seven years.



## Audit Tender

Following a thorough tender process initiated in 2022, the Board of Directors proposed to Lonza's shareholders to appoint Deloitte AG ( Pfingstweidstrasse 11, 8005, Zurich, Switzerland) as its external auditor effective from the financial year 2024. At Lonza's Annual General Meeting on 5 May 2023, Deloitte AG was elected as auditor for the financial year 2024.

## Auditing Fees and Additional Fees

The fees for professional services paid to KPMG AG for the years under audit ended 31 December 2023 and 2022 are as follows:

| Million CHF                       | 2023         | 2022         |
|-----------------------------------|--------------|--------------|
| Audit Services                    | 4.397        | 4.469        |
| Audit-related Services            |              |              |
| – Assurance – Transaction Related |              |              |
| – Assurance – Other               | 0.983        | 0.396        |
| – Non-statutory Audit             |              |              |
| Tax Services                      | 0.318        | 0.013        |
| Other Services                    | 0.027        | 0.453        |
| <b>Total</b>                      | <b>5.725</b> | <b>5.331</b> |

Audit services are provided as required by law and include the audit of the consolidated financial statement of Lonza Group Ltd as well as the required statutory audits of Lonza Group entities.

Audit-related services include other assurance and accounting services provided by the independent auditors but which may not exclusively be provided by the statutory auditor. These services go beyond the legal requirements and may include, inter alia, other attestation services, comfort letters, audits in connection with non-recurring transactions, consents and consultations, as well as audit services related to the performance of carve-out financial statements. Tax services represent tax compliance, assistance with historical tax matters, and other related services. Other services in 2023 and 2022 primarily related to vendor due diligence procedures and reporting of further provision of accounting and reporting guidance, as well as, training in finance and relevant regulations.

## Supervisory and Control Instruments vis-à-vis the Auditors

The Audit and Compliance Committee is responsible for evaluating the performance and independence of the external auditors on behalf of the Board of Directors. This evaluation occurs at least once a year. The criteria applied for the assessment include professional competence, sufficiency of resources, the ability to provide effective and practical recommendations and coordination of the external auditors with the Audit and Compliance Committee and senior management. In the reporting year, KPMG AG attended six Audit and Compliance Committee meetings. In those meetings, the external auditors presented the 2023 audit strategy and their 2023 results.

The Comprehensive Auditor's Report to the Board of Directors prepared by KPMG AG summarizes the reports presented to the Audit and Compliance Committee throughout the year. Within the scope of the approved and budgeted amount, the Chief Financial Officer can delegate non-audit-related mandates to the external auditors, subject to all applicable auditor independence regulations. The Board of Directors has determined the rotation interval for the auditor in charge to be at least every seven years, as defined by the Swiss Code of Obligations.

The Audit and Compliance Committee reviews Lonza's financial reporting process on behalf of the Board of Directors. Lonza's management is responsible for preparing the financial statements and the reporting process, including the system of internal controls. The Audit and Compliance Committee is also responsible for overseeing the conduct of the activities by Lonza management and the external auditors.

The external auditor, KPMG AG, is responsible for expressing an opinion on the accounting records and the financial statements prepared in accordance with Swiss law and the [Lonza Articles of Association](#). KPMG AG is also responsible for expressing an opinion on the consolidated financial statements (balance sheet, income statement, statement of comprehensive income, cash flow statement, statement of changes in equity and notes) prepared in accordance with the International Financial Reporting Standards (IFRS), which is issued by the International Accounting Standards Board (IASB), and with Swiss law. KPMG AG also audited the Lonza Remuneration Report 2023 with respect to the information required by the Swiss Code of Obligations.

# Information Policy and Key Reporting Dates

Lonza pursues a proactive and professional communication policy. Lonza publishes price-sensitive information in accordance with the obligation to disclose price-sensitive facts as required by the SIX Swiss Exchange. Ad hoc notices are made available on Lonza's [news site](#) and submitted to SIX Swiss Exchange. Additionally, Lonza's website provides a [news and subscription service](#) that allows interested parties to receive, via e-mail distribution, free and timely notification of price-sensitive facts.

Corporate Communications reports directly to the Chief Executive Officer. Investor Relations reports to the Chief Financial Officer. On basic matters of general corporate policy, Corporate Communications and Investor Relations receive their directives from the Executive Committee. Lonza makes the Annual Report, the Sustainability Report, the Half-Year Results and Full-Year Results available to all interested parties as a [PDF download](#).

The invitation to the Annual General Meeting is published on our [website](#) and in the Swiss Official Gazette of Commerce. It is also sent by mail to the shareholders entered in the share register. Our website is regularly updated and provides relevant information such as share-price development, news releases and presentations. In 2023, financial results presentations were hosted via webcast and conference call. In addition, Lonza manages an annual program of investor meetings. Shareholders, potential investors and financial analysts are also welcomed at our headquarters at Münchensteinerstrasse 38, 4002 Basel, Switzerland or can contact Investor Relations via telephone (+41 (61) 316 2500) or email (investor.relations@lonza.com).

## Anticipated Key Reporting Dates

The list of all corporate events of special interest is subject to change during the year as dates are adjusted and added. Updated information is found on the Investor Relations page of our website or on page 15 of the Annual Report.

## Black-out Periods and Trading Bans

Lonza has two regular black-out periods which start on (i) June 9 and (iv) December 10 every year and end on the day after the public announcement of the company's Half-Year and Full-Year Results, respectively. During these black-out periods, members of the Board of Directors and Executive Committee as well as several employees (which are deemed to potentially have access to sensitive information during these periods) are not allowed to trade Lonza securities.

In addition, Lonza may issue a special trading ban outside of the black-out periods for persons which potentially have access to sensitive information (such as in the case of working on specific projects or matters which may lead to ad hoc announcements). These special trading bans are upheld for as long as the potentially sensitive information has not been made public. The persons in scope are informed of the start and the end of a special trading ban and are not allowed to trade Lonza securities during this period.

In 2023, no exceptions to the rules regarding regular black-out periods and special trading bans were granted.

# Legal Disclaimer

## Forward-Looking Statements

Forward-looking statements contained in this publication 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 2024 and Mid-Term Guidance 2024-2028 herein may not prove to be correct. The statements in the section on Outlook 2024 and Mid-Term Guidance 2024-2028 constitute forward-looking statements and are not guarantees of future financial performance.

Lonza Group’s actual results of operations could deviate materially from those set forth in the section on Outlook 2024 and Mid-Term Guidance 2024-2028 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 2024 and Mid-Term Guidance 2024-2028. Except as otherwise required by law, Lonza Group disclaims any intention or obligation to update any forward looking statements as a result of developments occurring after this publication was published.

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