

Lonza Group Ltd, Basel

Votes and Elections at the

**Annual General Meeting of the Shareholders,
held on Friday, 4 May 2018, from 10.00 am to 12.16 pm,
at the Congress Center Messe Basel, Basel**

Chairpersonship: Dr. Rolf Soiron

I. Agenda

1. Annual Report, Consolidated Financial Statements and Financial Statements of Lonza
2. Consultative Vote on the Remuneration Report
3. Discharge of the Members of the Board of Directors and the Executive Committee
4. Appropriation of Available Earnings / Reserves from Capital Contributions
5. Re-Elections and Elections to the Board of Directors and the Nomination and Compensation Committee
 - 5.1 Re-Elections to the Board of Directors
 - 5.2 Election to the Board of Directors
 - 5.3 Election of the Chairperson of the Board of Directors
 - 5.4 Re-Elections to the Nomination and Compensation Committee
 - 5.5 Election to the Nomination and Compensation Committee
6. Re-Election of the Auditors
7. Re-Election of the Independent Proxy
8. Compensation of the Board of Directors
9. Compensation of the Executive Committee
 - 9.1 Maximum Aggregate Amount of Fixed Compensation of the Executive Committee
 - 9.2 Aggregate Amount of Variable Short-Term Compensation of the Executive Committee
 - 9.3 Maximum Aggregate Amount of Variable Long-Term Compensation of the Executive Committee

II. Presence (at 10.03 am)

308 **shareholders/proxies**, representing 37 204 586 registered shares as follows:

- Daniel Plüss, Independent Proxy:	36 060 158 registered shares
- Other Shareholders:	1 144 428 registered shares

III. Votes and Elections

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

The Board of Directors proposes the approval of the Annual Report, the Consolidated Financial Statements and the Financial Statements of Lonza Group Ltd for the financial year 2017.

- Yes:	99.61%
- No:	0.08%
- Abstention:	0.31%

2. Consultative Vote on the Remuneration Report

The Board of Directors proposes the approval of the Remuneration Report 2017 (consultative vote).

- Yes:	93.24%
- No:	4.96%
- Abstention:	1.80%

3. Discharge of the Members of the Board of Directors and the Executive Committee

The Board of Directors proposes that the members of the Board of Directors and the Executive Committee be granted discharge for the financial year 2017.

- Yes:	99.01%
- No:	0.52%
- Abstention:	0.47%

4. Appropriation of Available Earnings / Reserves from Capital Contributions

Proposal of the Board of Directors:

Balance Sheet Profit		
Available earnings brought forward ¹	CHF	1,603,898,183
Loss for the year ²	CHF	(30,612,535)
Available earnings at the disposal of the Annual General Meeting	CHF	1,573,285,648
Allocation to general legal retained earnings	CHF	(10,774,306)
Available earnings carry-forward	CHF	1,562,511,342
Reserve capital contributions		
Legal capital reserves qualified as reserves from capital contributions	CHF	3,086,833,393
Reserves from capital contributions	CHF	3,086,833,393
Payment of a dividend (out of reserves from capital contributions) of CHF 2.75 (2016: CHF 2.75) per share on the share capital eligible for dividend of CHF 74,242,832 ³ (2016: CHF 57,290,140)	CHF	(204,167,788)
Available reserves from capital contributions carry-carry-forward	CHF	2,882,665,605

- Yes:	99.88%
- No:	0.04%
- Abstention:	0.08%

¹ Includes the gain from sale of treasury shares of CHF 1,849,566 and the liquidation loss from Lonza Finance Limited, Jersey, of CHF 81,846,923.

² Loss in the Lonza Group Ltd financial statement 2017 mainly due to one-time costs related to the Capsugel acquisition.

³ Depending on the amount of share capital eligible for dividend on the record date of 9 May 2018. No dividend will be paid out on shares held by the company.

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

All members of the Board of Directors except for Rolf Soiron and Jean-Daniel Gerber will stand for re-election.

5.1 Re-Elections to the Board of Directors

The Board of Directors proposes 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 2019:

- a) Patrick Aebischer,
- b) Werner Bauer,
- c) Albert M. Baehny,
- d) Christoph Mäder,
- e) Barbara Richmond,
- f) Margot Scheltema,
- g) Jürgen Steinemann und
- h) Antonio Trius.

Re-Election **Patrick Aebischer**:

- Yes:	97.74%
- No:	2.16%
- Abstention:	0.10%

Re-Election **Werner Bauer**:

- Yes:	97.77%
- No:	1.97%
- Abstention:	0.26%

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

- Yes:	97.73%
- No:	1.93%
- Abstention:	0.34%

Re-Election **Christoph Mäder**:

- Yes:	97.77%
- No:	2.12%
- Abstention:	0.11%

Re-Election **Barbara Richmond:**

- Yes:	98.46%
- No:	1.42%
- Abstention:	0.12%

Re-Election **Margot Scheltema:**

- Yes:	97.86%
- No:	1.65%
- Abstention:	0.49%

Re-Election **Jürgen Steinemann:**

- Yes:	97.42%
- No:	2.37%
- Abstention:	0.21%

Re-Election **Antonio Trius:**

- Yes:	97.61%
- No:	2.15%
- Abstention:	0.24%

5.2 Election to the Board of Directors

The Board of Directors proposes the election of the following individuals to the Board of Directors each for a one-year term until completion of the Annual General Meeting 2019:

- a) Angelica Kohlmann, and
- b) Olivier Verscheure.

Election of **Angelica Kohlmann:**

- Yes:	99.30%
- No:	0.30%
- Abstention:	0.40%

Election of **Olivier Verscheure:**

- Yes:	98.86%
- No:	0.75%
- Abstention:	0.39%

5.3 Election of the Chairperson of the Board of Directors

The Board of Directors proposes the election of Albert M. Baehny as Chairperson of the Board of Directors for a further one-year term until completion of the Annual General Meeting 2019.

- Yes:	96.47%
- No:	3.26%
- Abstention:	0.27%

5.4 Re-Elections to the Nomination and Compensation Committee

The Board of Directors proposes 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 2019:

- a) Christoph Mäder, and
- b) Jürgen Steinemann.

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

- Yes:	95.36%
- No:	4.46%
- Abstention:	0.18%

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

- Yes:	94.94%
- No:	4.74%
- Abstention:	0.32%

5.5 Election to the Nomination and Compensation Committee

The Board of Directors proposes the election of Angelica Kohlmann to the Nomination and Compensation Committee for a one-year term until completion of the Annual General Meeting 2019.

Election of **Angelica Kohlmann** to the Nomination and Compensation Committee:

- Yes:	97.79%
- No:	1.74%
- Abstention:	0.47%

6. Re-Election of the Auditors

The Board of Directors proposes the re-election of KPMG Ltd, Zurich, as auditors for the financial year 2018.

- Yes:	97.22%
- No:	2.48%
- Abstention:	0.30%

7. Re-Election of the Independent Proxy

The Board of Directors proposes the re-election of Daniel Plüss as the independent proxy for a one-year term until completion of the Annual General Meeting 2019.

- Yes:	99.87%
- No:	0.04%
- Abstention:	0.09%

8. Compensation of the Board of Directors

The Board of Directors proposes the approval of the maximum aggregate amount of compensation of the Board of Directors for the period from the Annual General Meeting 2018 to the Annual General Meeting 2019 of up to CHF 3 110 000.

- Yes:	96.93%
- No:	2.50%
- Abstention:	0.57%

9. Compensation of the Executive Committee

9.1 Maximum Aggregate Amount of Fixed Compensation of the Executive Committee

The Board of Directors proposes the approval of the maximum aggregate amount of fixed compensation of the Executive Committee for the period from 1 July 2018 to 30 June 2019 of up to CHF 5 526 000.

- Yes:	96.72%
- No:	1.38%
- Abstention:	1.90%

9.2 Aggregate Amount of Variable Short-Term Compensation of the Executive Committee

The Board of Directors proposes the approval of the aggregate amount of variable short-term compensation of the Executive Committee under the Short-Term Incentive Plan (STIP) of the company for the financial year 2017 in the amount of CHF 6 109 900.

- Yes:	95.45%
- No:	3.81%
- Abstention:	0.74%

9.3 Maximum Aggregate Amount of Variable Long-Term Compensation of the Executive Committee

The Board of Directors **proposes** the approval of the maximum aggregate amount of variable long-term compensation of the Executive Committee under the Long-Term Incentive Plan (LTIP) of the company for the financial year 2018 of up to CHF 10 302 300.

- Yes:	63.61%
- No:	35.62%
- Abstention:	0.77%

End of the Annual General Meeting 12.16 pm.