

Invitation to the Annual General Meeting 2014 of Lonza Group Ltd

Ladies and Gentlemen

The Board of Directors of Lonza Group Ltd is pleased to invite you to the Annual General Meeting to be held on:

Wednesday, 16 April 2014, at 10.00 am (doors open at 9.00 am)
at the Congress Center Messe Basel, Messeplatz 21, 4058 Basel, Switzerland

[Translation: The original German text prevails]

Agenda

1. Annual Report, Consolidated Financial Statements and Financial Statements of Lonza Group Ltd;
Reports of the Auditors

Proposal of the Board of Directors:

The Board of Directors proposes that the Annual Report, the Consolidated Financial Statements and the Annual Financial Statements of Lonza Group Ltd for the financial year 2013 be approved.

2. Consultative Vote on the Remuneration Report

Proposal of the Board of Directors:

The Board of Directors proposes that the Remuneration Report 2013 be approved (consultative vote).

Explanation:

As per its well-established practice, the Board of Directors submits the Remuneration Report 2013 to a separate consultative vote of the shareholders in accordance with the Swiss Code of Best Practice for Corporate Governance. The Remuneration Report is included in the Annual Report (see pages 187 ff.).

3. Discharge of the Members of the Board of Directors

Proposal of the Board of Directors:

The Board of Directors proposes that the members of the Board of Directors be granted discharge for the financial year 2013.

4. Appropriation of Available Earnings / Reserves from Capital Contribution

Proposal of the Board of Directors:

Balance Sheet Profit		
Available earnings brought forward	CHF	1 079 573 389
Profit for the year	CHF	183 701 311
Available earnings at the disposal of the Annual General Meeting	CHF	1 263 274 700
Available earnings carry-forward	CHF	1 263 274 700
Capital Contribution		
Reserves from capital contribution	CHF	617 058 240
Payment of a dividend (out of reserves from capital contribution) of CHF 2.15 per share on the share capital eligible for dividend of CHF 51 975 198*	CHF	(111 746 676*)
Carry-forward of reserves from capital contribution	CHF	505 311 564
Summary		
Available earnings carry-forward	CHF	1 263 274 700
Carry-forward of reserves from capital contribution	CHF	505 311 564
Total amount carry-forward of available earnings and reserves from capital contribution	CHF	1 768 586 264

*Depending on the amount of share capital eligible for dividend on the record date of 24 April 2014. No dividend will be paid out on shares held by the Company.

Explanation:

If the above proposal for appropriation of available earnings and distribution of reserves from capital contribution is approved, the dividend of CHF 2.15 (as repayment from reserves from capital contribution) will be paid without deduction of withholding tax in accordance with Art. 5 para. 1bis of the Federal Law on Withholding Tax. The last trading day with entitlement to receive the dividend is 17 April 2014. As from 22 April 2014 (ex-date), the shares are traded ex-dividend. The dividend will be payable as from 25 April 2014.

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

Peter Wilden will not stand for re-election. The other members of the Board of Directors will stand for re-election.

5.1 Re-elections to the Board of Directors

Proposal of the Board of Directors:

The Board of Directors proposes the re-election of:

- a) Patrick Aebischer,
- b) Werner J. Bauer,
- c) Thomas Ebeling,
- d) Jean-Daniel Gerber,
- e) Margot Scheltema,
- f) Rolf Soiron, and
- g) Antonio Trius

to the Board of Directors each for a further one-year term until completion of the Annual General Meeting 2015.

Re-elections shall be held individually.

5.2 Elections to the Board of Directors

Proposal of the Board of Directors:

The Board of Directors proposes the election of:

- a) Barbara M. Richmond, and
- b) Juergen B. Steinemann

to the Board of Directors each for a one-year term until completion of the Annual General Meeting 2015.

Elections shall be held individually.

Explanation:

Barbara Richmond brings to Lonza extensive experience in audit and controlling functions, as well as global business growth strategies. Juergen Steinemann brings Lonza broad knowledge in business leadership of global, nutrition-based companies. A summarized curriculum vitae for each person proposed as new member of the Board of Directors is attached to this invitation.

5.3 Election of the Chairperson of the Board of Directors

Proposal of the Board of Directors:

The Board of Directors proposes the election of Rolf Soiron as Chairperson of the Board of Directors for a one-year term until completion of the Annual General Meeting 2015.

Explanation:

According to Article 4 paras. 1 and 2 of the Swiss Ordinance Against Excessive Compensation by Public Corporations, the General Meeting shall newly elect the Chairperson of the Board of Directors for a term of office until completion of the next Annual General Meeting.

5.4 Elections to the Nomination and Compensation Committee

Proposal of the Board of Directors:

The Board of Directors proposes the election of:

- a) Thomas Ebeling,
- b) Jean-Daniel Gerber, and
- c) Juergen B. Steinemann

to the Nomination and Compensation Committee each for a one-year term until completion of the Annual General Meeting 2015.

Elections shall be held individually.

Explanation:

According to Article 7 paras. 1-3 of the Swiss Ordinance Against Excessive Compensation by Public Corporations, the General Meeting shall newly elect the members of the Nomination and Compensation Committee for a term of office until completion of the next Annual General Meeting.

If Jean-Daniel Gerber is elected, the Board of Directors intends to appoint him as Chairperson of the Nomination and Compensation Committee.

6. Re-election of the Auditors

Proposal of the Board of Directors:

The Board of Directors proposes the re-election of KPMG Ltd, Zurich, as auditors for the financial year 2014.

7. Election of the Independent Proxy

Proposal of the Board of Directors:

The Board of Directors proposes the election of Daniel Plüss as independent proxy for a one-year term until completion of the Annual General Meeting 2015.

Explanation:

According to Article 8 paras. 1 and 4 of the Swiss Ordinance Against Excessive Compensation by Public Corporations, the General Meeting shall newly elect the independent proxy for a term of office until completion of the next Annual General Meeting.

Daniel Plüss, born 1968, is an attorney-at-law and a partner of the law firm ThomannFischer in Basel. He graduated from the University of Zurich and holds an LL.M. degree from the University of Bern.

8. Revision of the Articles of Association

Proposal of the Board of Directors:

The Board of Directors proposes that the Articles of Association be amended pursuant to the separate annex.

Explanation:

The Articles of Association have to be amended due to the coming into force of the Swiss Ordinance Against Excessive Compensation by Public Corporations as of 1 January 2014 and changes to the Swiss Code of Obligations. Please refer to the attached detailed explanations on the proposed amendments of the Articles of Association and the attached comparison of the respective provisions of the current and the amended Articles of Association.

Documentation and Attendance Procedures

Documentation

The Annual Report including the report of the auditors is as of today available at the Company's head office at Muenchensteinerstrasse 38, Basel, Switzerland. In addition, shareholders may consult or order the Annual Report including the reports of the auditors directly on the following link of our website: www.lonza.com/financial-reports. Please note that the Annual Report 2013 is only available in English.

Registration and Admission Ticket

Shareholders entered into the share register, with the right to vote, **by 7 April 2014, 05.00 pm** are entitled to participate in the Annual General Meeting. Shareholders who have sold their shares prior to the Annual General Meeting are no longer entitled to vote. Shareholders who intend to personally attend the Annual General Meeting are kindly asked to return the enclosed order form for the admission ticket and voting material. Admission ticket and voting material will be mailed as from 8 April 2014.

Power of Attorney

If you cannot attend our Annual General Meeting in person, you may arrange (by using the enclosed order form and power of attorney) to be represented by:

- a) your legal representative or another shareholder entitled to vote; or
- b) the independent proxy, Daniel Plüss, LL.M., Attorney-at-Law, c/o ThomannFischer, Elisabethenstrasse 30, P.O. Box 632, CH-4010 Basel. In this case, you are requested to send your written instructions regarding votes and elections to Daniel Plüss.

Deadline for Filled Order Form and Power of Attorney

Please note that the order form and power of attorney must be in the hands of Mr. Daniel Plüss **by 11 April 2014, 05.00 pm, at the latest**.

Language

The Annual General Meeting will be held in German with simultaneous translation into English.

Basel, 20 March 2014

On behalf of the Board of Directors
The Chairperson

Rolf Soiron

Annexes:

- Curriculum Vitae of Barbara M. Richmond
- Curriculum Vitae of Juergen B. Steinemann
- Explanations regarding the proposed amendments to the Articles of Association and comparison of the respective provisions of the current and the amended Articles of Association
- Order form and power of attorney