

Invitation to the Annual General Meeting 2015 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, 8 April 2015, at 10.00 am (doors open at 9.00 am) at the Congress Center Messe Basel, Messeplatz 21, 4058 Basel, Switzerland

Agenda

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

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 2014.

2. Consultative Vote on the Remuneration Report

The Board of Directors **proposes** the approval of the Remuneration Report 2014 (consultative vote).

<u>Explanation</u>: The Remuneration Report 2014 is included in the Lonza Annual Report 2014 (see pages 97ff.). It provides information on the compensation system and the remuneration paid to the Board of Directors and the Executive Committee for the financial year 2014. The Board of Directors has decided, in accordance with the Swiss Code of Best Practice for Corporate Governance, to submit the Remuneration Report to shareholders for a separate consultative vote in addition to the binding approvals of compensation under agenda items 8 and 9.

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 2014.

4. Appropriation of Available Earnings / Reserves from Capital Contribution

Proposal of the Board of Directors:

Balance Sheet Profit		
Available earnings brought forward	CHF	1 263 274 70
Decrease reserve for own shares	CHF	3 116 490
Profit for the year	CHF	174 737 577
Available earnings at the disposal of the Annual General Meeting	CHF	1 441 128 767
Available earnings carry-forward	CHF	1 441 128 767
Capital Contribution		
Reserves from capital contribution	CHF	505 293 543
Payment of a dividend (out of reserves from capital contribution) of CHF 2.50 per share on the share capital eligible for dividend of CHF 52 014 512*	CHF	(130 036 280*)
Carry-forward of reserves from capital contribution	CHF	375 257 263
Summary		
Available earnings carry-forward	CHF	1 441 128 767
Carry-forward of reserves from capital contribution	CHF	375 257 263
Total amount carry-forward of available earnings and reserves from capital contribution	CHF	1 816 386 030

^{*}Depending on the amount of share capital eligible for dividend on the record date of 13 April 2015. No dividend will be paid out on shares held by the Company.

<u>Explanation</u>: If the above proposal for appropriation of available earnings and distribution of reserves from capital contribution is approved, the dividend of CHF 2.50 (as repayment from reserves from capital contribution) will be paid without deduction of withholding tax in accordance with Art. 5 para. 1^{bis} of the Federal Law on Withholding Tax. The last trading day with entitlement to receive the dividend is 9 April 2015. As from 10 April 2015 (ex-date), the shares are traded ex-dividend. The dividend will be payable as from 14 April 2015.

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

All members of the Board of Directors 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 2016:

- a) Patrick Aebischer,
- b) Werner Bauer.
- c) Thomas Ebeling,
- d) Jean-Daniel Gerber,
- e) Barbara Richmond,
- f) Margot Scheltema,
- g) Rolf Soiron,
- h) Jürgen Steinemann, and
- i) Antonio Trius.

<u>Explanation</u>: Re-elections will be held individually. Detailed biographical data of the candidates for re-election can be found on www.lonza.com/board or in the Corporate Governance Report (see pages 132 ff.).

According to Article 2.4 of the Regulations Governing Internal Organization and Board Committees¹ dated 16 April 2014, members of the Board of Directors may not serve more than nine 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. In this context, the Board proposes the re-election of Rolf Soiron to ensure leadership continuity in the Company's transformational phase.

5.2 Re-Election of the Chairperson of the Board of Directors

The Board of Directors **proposes** the re-election of Rolf Soiron as Chairperson of the Board of Directors for a further one-year term until completion of the Annual General Meeting 2016.

<u>Explanation</u>: According to Article 16 of Lonza's Articles of Association, the General Meeting shall elect the Chairperson of the Board of Directors for a one-year term of office until completion of the next Annual General Meeting.

5.3 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 further one-year term until completion of the Annual General Meeting 2016:

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

<u>Explanation</u>: Re-elections will be held individually. According to Article 20 para. 2 of Lonza's Articles of Association, the General Meeting shall elect the members of the Nomination and Compensation Committee for a one-year term of office until completion of the next Annual General Meeting.

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

1

¹ www.lonza.com/orgreg

6. Re-Election of the Auditors

The Board of Directors **proposes** the re-election of KPMG Ltd, Zurich, as auditors for the financial year 2015.

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 2016.

<u>Explanation</u>: According to Article 7 para. 2 letter b) of Lonza's Articles of Association, the General Meeting shall elect the independent proxy for a one-year 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. **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 2015 to the Annual General Meeting 2016 of up to CHF 2,625,000.

Explanation:

Why this approval?

Following the entry into force of the Swiss Ordinance Against Excessive Compensation by Public Corporations, the Annual General Meeting 2014 approved the revision of Lonza's Articles of Association. This is a new, prospective and binding vote according to Article 22 para. 1 letter a) of Lonza's revised Articles of Association. It allows shareholders to approve the aggregate maximum compensation of the Board of Directors for the forthcoming term of office. The proposed amount allows for a maximum amount of compensation of the Board of Directors for the term of office from the Annual General Meeting 2015 to the Annual General Meeting 2016 of up to CHF 2,625,000.

How is the proposed maximum amount calculated?

This maximum amount has been derived from adding the following components:

- Gross fixed compensation of CHF 2,490,000, based on the gross Board membership fees (CHF 200,000 per Director), the Chairmanship fee (CHF 450,000), the Committee membership fees (CHF 40,000 per member) and the Committee chair fees (CHF 80,000 per chairpersonship) for nine Board members proposed for re-election under agenda item 5.1 above. The Board compensation will be paid in four instalments, 50% in cash and 50% in shares. The number of shares will be defined on the average closing share price of the last five trading days of each quarter, the first time at the end of June 2015. Those shares are blocked for a period of three years and are eligible for dividend. For further details on the Board compensation, please refer to the Lonza Remuneration Report 2014 on pages 102ff.
- Mandatory employer contributions to social security CHF 135,000.

The fixed compensation above is expected to remunerate all activities to be performed by the Board members. No reserve for unforeseen events or additional activities has been included in the proposed maximum amount.

Does the proposed maximum amount represent an increase compared with the previous reference period?

Compared with a hypothetical budget² for the previous reference period (Annual General Meeting 2014 to Annual General Meeting 2015), the maximum amount proposed represents a decrease of 9.4%. The main reason for this decrease is that, as of the Annual General Meeting 2015, Lonza will no longer apply a rebate of 20% on the share price of the shares granted to the Board members3.

Compared with the Board compensation effectively paid for the financial year 2014 (as disclosed in the Lonza Remuneration Report 2014 on page 104), the maximum amount proposed represents a decrease of 5.2%. Please note, however, that this comparison is based on a different reference period with a different number of Board members (on a full time employee basis).

Will the effective pay-out be disclosed?

The actual pay-out to the members of the Board of Directors for the term of office from the Annual General Meeting 2015 to the Annual General Meeting 2016 will be disclosed in the Remuneration Reports 2015 and 2016.

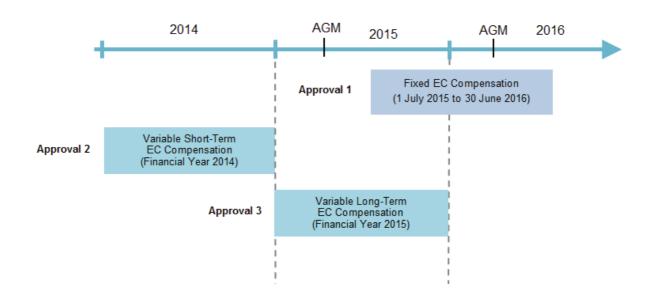
² This hypothetical budget is based on a "like for like" comparison and would amount to CHF 2,897,000. This hypothetical budget for the period from the Annual General Meeting 2014 to the Annual General Meeting 2015 is based on the actual pay-out for the same number of Board members and the same social security disclosure policy.

³ Please refer to page 103 of the Lonza Remuneration Report 2014 regarding this rebate.

9. Compensation of the Executive Committee

The approval of the compensation of the members of the Executive Committee (EC) is divided into three separate votes:

- 1. The first approval relates to the maximum **fixed compensation** of the members of the Executive Committee for the period from 1 July 2015 to 30 June 2016 (prospective budget approval).
- 2. The second approval relates to the **variable short-term compensation** to be paid to the members of the Executive Committee under the Company's Short-Term Incentive Plan (STIP) for financial year 2014 (retrospective approval).
- 3. The third approval relates to the maximum **variable long-term compensation** granted to the members of the Executive Committee under the Company's Long-Term Incentive Plan (LTIP) for the financial year 2015 (prospective budget approval).



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 2015 to 30 June 2016 of up to CHF 4,290,000.

Explanation:

Why this approval?

This is a new, prospective, binding vote according to Article 22 para. 1 letter b) of Lonza's revised Articles of Association. It allows shareholders to approve the aggregate maximum fixed compensation of the Executive Committee (EC) for the forthcoming period. The proposed amount allows for a maximum fixed compensation of the Executive Committee for the period from 1 July 2015 until 30 June 2016 of up to CHF 4,290,000.

How is the proposed maximum amount calculated?

This maximum amount has been derived from adding the following components:

- Gross base salaries of the five current EC members of CHF 3,152,000 as of 1 July 2015.
- Total employer contributions to social security and pension fund of CHF 531,000.
- Other benefits (such as housing allowance, car allowance, tuition fees, etc) of CHF 357,000;
- A reserve of CHF 250,000 for unforeseen events has been included in the proposed maximum amount. The Board will only make use of the reserve amount in exceptional circumstances (e.g. possible changes in social security contributions, new allocation of responsibilities among existing EC members, etc).

Does the proposed maximum amount represent an increase compared with the previous reference period?

Compared with a hypothetical budget⁴ for the previous reference period (1 July 2014 to 30 June 2015), the proposed maximum amount represents a potential increase of 4.5%. The main reason for this increase is the alignment of the EC's fixed compensation to the results of the benchmark analysis performed by New Bridge Street⁵.

Compared with the EC's fixed compensation effectively paid for the financial year 2014⁶, the maximum amount proposed would represent a potential increase of 7.2% (excluding the reserve of CHF 250,000 in the maximum amount proposed). Please note, however, that this comparison is based on a different reference period with a different EC composition (new function of Chief Strategy Officer and new COO Pharma&Biotech).

Will the effective pay-out be disclosed?

The actual fixed compensation pay-out to the EC members for the period from 1 July 2015 until 30 June 2016 will be disclosed in the Remuneration Report 2015 and in the Remuneration Report 2016.

⁴ This hypothetical budget is based on a "like for like" comparison and would amount to CHF 4,105,000. This hypothetical budget for the period 1 July 2014 to 30 June 2015 is based on the actual base salary and benefits of the five EC members in office, the same social security contributions disclosure policy and include a similar reserve of CHF 250,000.

⁵ Please refer to page 106 of the Lonza Remuneration Report 2014.

⁶ The EC's fixed compensation effectively paid for the financial year 2014 amounts to CHF 3,768,000 and is composed of (i) the base salaries paid to the EC members in 2014 of CHF 2,893,000 (see p. 107 of the Lonza Remuneration Report 2014), (ii) the employer contributions to social security and pension fund related to fixed compensation and (iii) the other benefits.

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 under the Short-Term Incentive Plan of the Company (STIP) of the Executive Committee for the financial year 2014 in the amount of CHF 1,894,000.

Explanation:

Why this approval?

This is a new, retrospective, binding vote according to Article 22 para. 1 letter c) of Lonza's revised Articles of Association. It allows shareholders to approve the aggregate variable short-term compensation of the Executive Committee (EC). This retrospective vote on the variable short-term compensation of the Executive Committee for the financial year 2014 provides for optimal accountability towards the shareholders and fully implements the notion of "say on pay". The Board of Directors proposes that the variable short-term compensation to be paid to the EC under the STIP for the financial year 2014 of CHF 1,894,000 be approved.

How is the proposed amount calculated?

This amount results from the addition of the following components:

- Cash-STIP of CHF 1,242,000.
- E-STIP of CHF 565,000 to be granted in restricted share units; the number of restricted share units will be defined based on the share price on 31 March 2015. The restricted share units are subject to a three-year vesting period. Payment date for Cash-STIP and grant date for E-STIP will be after the Annual General Meeting 2015.
- Total employer contributions to social security of CHF 87,000⁷.

For more details on the proposed STIP pay-out (including targeted % of base salary, performance metrics, achievement and the link between pay and performance), please refer to pages 98, 107 and 109ff. of the Lonza Remuneration Report 2014.

Does the proposed amount represent an increase compared with the previous reference period?

Compared with the STIP for the financial year 2013⁸, the proposed STIP amount for the financial year 2014 represents a decrease of 3.0%. This decrease results from different performance achievement, different EC composition and a modification of the disclosure policy with respect to social security contributions⁹.

Will the effective pay-out be disclosed?

The proposed amount corresponds to the effective pay-out (subject to approval by the Annual General Meeting 2015) as disclosed in the Lonza Remuneration Report 2014.

⁷ This amount is included in the" post-employment benefits" in the table on page 107 of the Lonza Remuneration Report 2014.

⁸ The STIP 2013 amounted to CHF 1,953,000. See table on page 107 of the Lonza Remuneration Report 2014 under "Short-term incentive (cash)" and "Value of E-STIP RSUs".

In the Remuneration Report 2014 and in this invitation, Lonza has decided to modify its disclosure policy with respect to social security contributions. Up to and including the Remuneration Report 2013, Lonza used to disclose only the benefit related (*rentenbildend*) employer contribution to the social security. Lonza newly discloses the employer contribution to social security at full cost which provides for full transparency, but also has the effect to increase the disclosed compensation.

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 under the Long-Term Incentive Plan of the Company (LTIP) of the Executive Committee for the financial year 2015 of up to CHF 6,414,000.

Explanation:

Why this approval?

This is a new, binding vote according to Article 22 para. 1 letter d) of Lonza's revised Articles of Association. It allows shareholders to approve the aggregate maximum variable long-term compensation of the Executive Committee (EC) under the LTIP for the current financial year. The LTIP 2015 is an equity-based plan under which equity awards are granted to EC members in 2015. Those equity awards will only vest after a 3-year vesting period if the predetermined performance metrics are fully or partially met as of year-end 2017. If the performance metrics are not met, no LTIP equity award will vest. Under The proposed amount allows for a maximum variable long-term compensation of the EC under the LTIP for the financial year 2015 of up to CHF 6,414,000.

How is the proposed maximum amount calculated?

This maximum amount results from the addition of the following components:

- Maximum value under the LTIP 2015 of CHF 6,100,000 assuming 200% maximum target achievement (corresponding to 200% of the aggregate base salary of the EC members in January 2015). The value of the LTIP 2015 at target (100%) would amount to CHF 3,050,000. The number of LTIP equity awards to be granted is calculated according to the share price as of the last trading day of January 2015 (CHF 109.20). The LTIP targeted percentage of the base salary of each EC member is 100%, i.e. a total of 27,930 equity awards (assuming target achievement). At the vesting date three years from grant, EC members may receive between 0 and 200% of the number of equity awards granted depending on the achievement of predetermined performance metrics (Core EPS and Core RONOA during the performance period, each weighted at 50%). For transparency reasons, Lonza has decided to use for the proposed amount under this agenda item 9.3 the maximum vesting at 200% (i.e. a total of 55.860 equity awards) at market value, i.e. a maximum compensation of CHF 6,100,000.
- Estimated maximum total employer contributions to social security of CHF 314,000 calculated at grant date at maximum vesting of 200%.

Why Core EPS and Core RONOA?

Based on feedback from our investors, Core 10 Earning Per Share (EPS) and Core Return on Net Operating Assets (RONOA) were selected already in 2014 as LTIP targets to serve as the most appropriate indicators of Lonza's strategic success. With the payout value directly linked to these key financial metrics, these two measures focus on Lonza's financial performance that will drive the investor's valuation of Lonza. The value of the LTIP will be ultimately driven by the share price at the time of payout, further linking the LTIP to the interests of the shareholders.

What are the predetermined performance metrics?

For Core EPS:

- The minimum threshold to be reached at year-end 2017 was determined by the Nomination and Compensation Committee at a higher level than the Core EPS achieved on 31 December 2014 (which was 6.79%). If this minimum threshold is not reached at year-end 2017, the pay-out will be 0. If this threshold is reached, 50% of the equity awards granted under the Core EPS vesting condition will vest.
- Core EPS is an internal, sensitive financial target. For competitive and ad hoc publicity reasons, Lonza does not disclose the absolute Core EPS target at year-end 2017 at this stage. The target was recommended by the Nomination and Compensation Committee and approved by the Board of Directors to approximate the Core EPS required to meet Lonza's challenging strategic goals and support Lonza's mid-term plan. If the target is reached, 100% of the equity awards granted under the Core EPS vesting condition will vest.
- The maximum was determined to approximate 123% of the Core EPS at target. If such level of Core EPS is reached, 200% of the equity awards granted under the Core EPS vesting condition will vest.

¹⁰ For the definition of "Core" results, please refer to page 113 of the Lonza Remuneration Report 2014. The concept of "Core" results has been applied consistently in all Lonza financial reports since 2013 and in the guidance provided to the market.

For Core RONOA:

- The minimum threshold to be reached at year-end 2017 was determined by the Nomination and Compensation Committee at a higher level than the Core RONOA achieved on 31 December 2014 (which was 14.3%). If this minimum threshold is not reached at year-end 2017, the pay-out will be 0. If this threshold is reached, 50% of the equity awards granted under the Core RONOA vesting condition will yest.
- Core RONOA is an internal, sensitive financial target. For competitive and ad hoc publicity reasons, Lonza does not disclose the absolute Core RONOA target at year-end 2017. The target was recommended by the Nomination and Compensation Committee and approved by the Board of Directors to approximate the Core RONOA required to meet Lonza's challenging strategic goals and support Lonza's mid-term plan. If the target is reached, 100% of the equity awards granted under the Core RONOA vesting condition will vest.
- The <u>maximum</u> was determined to approximate 126% of the Core RONOA at target. If such level of Core RONOA is reached, 200% of the equity awards granted under the Core RONOA vesting condition will vest

Does the proposed maximum amount represent an increase compared with the previous reference period?

Compared with a hypothetical budget¹¹ for the financial year 2014, the proposed LTIP amount for the financial year 2015 represents a potential increase of 39.8%. This increase is mainly due to the change of the plan design¹² and the increase of the maximum LTIP award in % of the base salary from 150% in 2014 (160% for the CEO) to newly 200% in 2015.

The change of the plan design (with grant at target) and the increase of the maximum LTIP award to 200% result from a benchmarking study¹³ performed by New Bridge Street regarding the total compensation of EC members.

A potential vesting of 200% of the LTIP equity awards granted would require the achievement at the yearend 2017 of Core EPS and Core RONOA at very challenging levels (see paragraph above). As indicated by the performance of the LTIP in the last five years, Lonza has consistently set very challenging LTIP targets in application of the pay-for-performance principle.

Will the effective pay-out be disclosed?

The details of the actual equity award grants will be disclosed in the Remuneration Report 2015. The actual vesting level of the equity award grants and the absolute LTIP targets for the LITP 2015 will be disclosed in the Remuneration Report 2017. Lonza is committed to submit the Remuneration Report 2017 to a consultative vote at the Annual General Meeting 2018. Shareholders will thus have the opportunity to vote on the effective vesting level under the LTIP 2015 and the absolute LTIP targets for the LTIP 2015.

¹¹ This hypothetical budget is based on a "like for like" comparison and would amount to CHF 4,588,000 (LTIP 2014 at maximum and at market value). This hypothetical budget for the financial year 2014 would amount to and is based on the same EC members in office and the same social security contributions disclosure policy.

¹² For the LTIP 2014, Lonza used to grant LTIP equity awards at maximum at 150% of the base salary (160% for the CEO) and with a minimum threshold at 25%. The shares that would ultimately vest could, therefore, only be below or equal to the maximum number of granted LTIP equity awards. According to the revised LTIP 2015, LTIP equity awards were granted at target at 100% of the base salary, with a minimum threshold at 50% and a maximum at 200%

the base salary, with a minimum threshold at 50% and a maximum at 200%.

13 Please refer to page 101 and page 106 of the Lonza Remuneration Report 2014.

10. Renewal of Authorized Share Capital

The Board of Directors **proposes** that the authorized share capital of the Company in a maximum amount of CHF 5,000,000 be renewed for a period of two years until 8 April 2017 and Article 4^{ter} of the Articles of Association¹⁴ be amended accordingly as follows (*changes marked*):

Present version

Article 4^{ter}

Authorized Capital

¹ The Board of Directors shall be authorized to increase, at any time until 9 April 2015, the share capital of the Company through the issuance of a maximum of 5 000 000 fully paid-in registered shares with a par value of CHF 1 each up to a maximum aggregate amount of CHF 5 000 000.

The rest of this Article remains unchanged.

Requested new version

Article 4^{ter}

Authorized Capital

¹ The Board of Directors shall be authorized to increase, at any time until **8** *April* **2017**, the share capital of the Company through the issuance of a maximum of 5 000 000 fully paid-in registered shares with a par value of CHF 1 each up to a maximum aggregate amount of CHF 5 000 000.

The rest of this Article remains unchanged.

<u>Explanation</u>: The proposed authorized share capital is intended to renew the existing authorized share capital, which will expire on 9 April 2015. The proposed renewal would allow the Company to keep its necessary flexibility in case of business opportunities.

11

¹⁴ www.lonza.com/aoa

Documentation and Attendance Procedures

Documentation

The Annual Report 2014, which includes the Remuneration Report, 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 2014 on the following link of our website: www.lonza.com/financial-reports or through the eComm platform (see explanations below). Please note that the Annual Report 2014 is only available in English.

Registration and Admission Ticket

Shareholders entered into the share register, with the right to vote, **by 30 March 2015**, **5.00 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 or use the eComm platform for the admission ticket and voting material. Admission ticket and voting material will be mailed **from 31 March 2015**.

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, Switzerland. In this case, you are requested to send your written instructions regarding votes and elections to Daniel Plüss or use the eComm platform.

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 2 April 2015, 5.00 pm, at the latest.

Use of eComm Online Platform

Shareholders may use the new eComm online platform. By using the eComm online platform, shareholders may electronically order their ticket of admission, order documentation or give their voting instructions to the independent proxy. To open an eComm account, please refer to the separate eComm explanations attached. Electronic issuing of instructions to the independent proxy is possible **until 2 April 2015**, **5.00 pm**.

Language

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

Basel, 11 March 2015

On behalf of the Board of Directors The Chairperson

Rolf Soiron

Annexes:

- Order form and power of attorney
- Letter regarding electronic submission of proxies through the eComm platform