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ISSUER AND SECURITIES INFORMATION	
Name of issuer:	Lonza Group AG
Issuer ID:	11062
ISIN:	CH.001'384'101'7
Security description:	LONZA N
Security symbol:	LONN
Swiss security number:	1384101
Security category:	Registered shares
Corporate action reference:	2017C0000019795
File number:	2017A0000018406
Event ID (SEME):	2017S0000038086
MESSAGE INFORMATION	
Event:	Capital structure
Creation date and time:	08.05.2017 16:25:41
Type of notification:	Definitive
Event type:	New
SIX Exchange Regulation only:	No
MESSAGE CONTENT	
Changes in capital:	Creation conditional capital
Number of shares (equities):	2'470'140
Relevant articles of the articles of incorporation:	4bis
SIX Exchange Regulation only:	No
Note to SIX Exchange Regulation:	Gesamthaft 7'500'000 bedingtes Kapital - Total of 7'500'000 conditional capital.
OTHER INFORMATION	
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SIX

Lonza

Articles of Association

Lonza Group Ltd, Basel

The original German text of the Articles of Association prevails.

I. Name, Domicile, Purpose and Duration of the Company

Article 1

Name, Domicile

A Company limited by shares is registered, in accordance with Article 620ff of the Swiss Code of Obligations („CO"), under the name of Lonza Group Ltd (Lonza Group AG) (Lonza Group SA) (Lonza Group SA) with legal domicile in Basel.

Article 2

Purpose

[1] The purpose of the Company is the participation, in whatever form, in companies active in whatever way in the fields of chemistry, energy and related fields, as well as engaging in all commercial, financial and other activities appropriate to such interests. The Company may also engage directly in the above mentioned business fields.

[2] The Company may, subject to legal provisions, extend its activities to other fields which are directly or indirectly related to its purpose.

Article 3

Duration

The duration of the Company shall be indefinite.

II. Share Capital

Article 4

Share Capital

[1] The share capital of the Company amounts to CHF 57 920 140, divided into 57 920 140 registered shares, fully paid-up, each with a par value of CHF 1.

[2] By decisions of the Shareholders' Meeting, registered shares may be converted into bearer shares, and bearer shares into registered shares.

Article 4[bis]

Conditional Capital

[1] The share capital of the Company 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 through the exercise of conversion rights and/or warrants granted in connection with the issuance of bonds or similar debt instruments of the Company or one of its Group companies. The subscription rights of the shareholders shall be excluded. The current owners of conversion rights and/or warrants shall be entitled to subscribe for the new shares. The conditions of the conversion rights and/or warrants shall be determined by the Board of Directors.

[2] In connection with the issuance of the convertible or warrant-bearing bonds or any similar debt instruments, the Board of Directors shall be authorized to restrict or deny the pre-emptive rights of the shareholders if such instruments shall serve

a) to finance (including refinance) the acquisition of enterprises, divisions thereof, of participations or of newly planned investments of the Company or

b) to issue convertible bonds and/or warrants on the national and international capital markets.

[3] To the extent that the pre-emptive right is excluded,

a) the bonds or similar debt instruments are to be placed with the public at market conditions (including standard dilution protection clauses in accordance with market practice),

b) the term to exercise conversion rights may not exceed ten years and the term to exercise option rights may not exceed five years from the date of the bond issue and

c) the exercise price for the new shares must at least correspond to the market conditions at the time of the bond issue.

[4] The acquisition of shares through the exercise of conversion rights and/or warrants as well as each subsequent transfer of the shares shall be subject to the restrictions of Article 6 of these Articles of Association.

Article 4[ter]

Authorized Capital

[1] The Board of Directors shall be authorized to increase, at any time until 25 April 2019, the share capital of the Company 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.

[2] The issue price, the beginning of the entitlement to dividends and the kind of contributions shall be determined by the Board of Directors.

[3] The Board of Directors is authorized to restrict or to suspend the subscription rights of the shareholders wholly or in part

a) in the event of issuance of shares for the participation of strategic partners;

b) for the takeover of companies, parts of companies, participations or intellectual property rights or for the financing and/or refinancing of such transactions;

c) for granting an over-allotment option ("greenshoe") of up to 20% of the preceding offer to the lead managers in connection with a placement of shares at market conditions;

d) for raising capital in a fast and flexible manner, which would hardly be achievable without the exclusion of the statutory subscription rights of the existing shareholders; or

e) for other valid reasons in the sense of Art. 652b, para. 2, of the Swiss Code of Obligations.

If subscription rights are granted, but not exercised, the Board of Directors may use the respective shares in the interest of the Company.

[4] The new shares shall be subject to the restrictions of Article 6 of these Articles of Association.

Article 4[quater]

The capital increases according to Articles 4[bis] and 4[ter] over a respective maximum of 7 500 000 fully paid-in registered shares with a par value of CHF 1 each may increase the share capital of the Company only by a maximum aggregate amount of CHF 7 500 000.

Article 5

Shares

[1] Under the reservation of para 2 the registered shares of the Company will be constructed as uncertified securities (in the sense of Swiss Code of Obligations)

and book entry securities (in the sense of the Federal Law on Book Entry Securities). As far as Swiss law is applicable they may only be transferred in accordance with the Federal Law on Book Entry Securities.

[2] After entry in the share register the shareholder may at any time request from the Company a confirmation on the owned registered shares. Nevertheless, the shareholder is not entitled to receive printed documents of the registered shares. The Company is at any time free to print and deliver documents of the registered shares (as single documents, certificates or in the form of a global certificate). The Company may withdraw registered shares in the form of book entry securities from the respective safe-keeping system. With consent of the shareholder the Company may without substitution invalidate issued documents.

Article 6

Share Register, Nominees

[1] The Company shall keep a share register in which the owners and usufructuaries of the registered shares are entered with name, address and nationality. Only those with valid entries in the share register are recognized by the Company as shareholders or usufructuaries.

[2] Purchasers of registered 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.

[3] Persons who do not expressly declare in the entry application that they hold the shares on their own account (hereafter "nominees") will, without further ado, be entered with voting rights in the share register up to a maximum of 2% of the share capital entered in the Register of Commerce. Over and above this limit, registered shares held by nominees will only be entered with voting rights when the nominee concerned reveals the names, addresses, nationalities and shareholdings

of those persons on whose account he holds 0.5% or more of the share capital entered in the Register of Commerce.

[4] After interviewing registered shareholders or nominees, the Board of Directors is entitled to delete entries from the share register, with retroactive effect from the date of entry, should these have been obtained by misrepresentation. The affected shareholder or nominee must be immediately informed of the deletion.

[5] The Board of Directors settles the details and issues the necessary instructions to ensure compliance with the provisions set out above. The Board is authorized to conclude agreements with nominees about their duties of notification.

[6] The provisions of this Article 6 apply also to shares underwritten or acquired through the exercise of subscription or conversion rights or rights to exercise warrants.

III. Governing and Executive Bodies

A. Shareholders' Meeting

Article 7

Powers of the Shareholders' Meeting

[1] The supreme corporate body of the Company is the Shareholders' Meeting.

[2] The Shareholders' Meeting has the following non-transferable powers:

a) The adoption and amendment of the Articles of Association;

b) the election and removal of members of the Board of Directors, the Chairperson of the Board of Directors, the members of the Compensation Committee, the Auditors and the Independent Proxy;

c) the approval of the management report and the consolidated financial statements;

d) the approval of the annual financial statements of the Company, as well as the resolution on the use of the balance sheet income of the Company, in particular the declaration of dividends;

e) the approval of the compensation of the Board of Directors and the Executive Committee pursuant to Article 22 of these Articles of Association;

f) the discharge of the members of the Board of Directors;

g) passing resolutions on matters which are by law or by the Articles of Association reserved to the Shareholders' Meeting, or which are submitted to it by the Board of directors.

Article 8

Forms of Shareholders' Meetings

[1] The Ordinary Shareholders' Meeting shall be held annually within six months after the close of the fiscal year. Extraordinary Shareholders' Meetings shall be called whenever deemed necessary.

[2] In addition, Extraordinary Shareholders' Meetings must be called upon resolution of a Shareholders' Meeting or

if demanded, in writing with the details of the agenda items and the motions, by one or more shareholders who together represent at least 5% of the share capital.

Article 9

Right to Request Inclusion of an Agenda Item

One or more shareholders representing together shares with a par value of CHF 100'000.00 may request an item to be included in the agenda. The request to include an item must be submitted in writing at least forty days before the Meeting, stating the items to be included and the motions.

Article 10

Convening a Meeting

[1] The Shareholders' Meeting is convened by the Board of Directors, if necessary by the Auditors, as well as in such cases as are provided for by law, at least twenty days prior to the day of the meeting by publication in the Swiss Official Gazette of Commerce.

[2] The convocation shall give details of the agenda items and the motions of the Board of Directors and, where appropriate, of the shareholders who have demanded the holding of a Shareholders' Meeting or the inclusion of an item on the agenda.

[3] No resolutions may be passed on motions concerning agenda items which have not been duly announced; excepted are motions for the calling of an Extraordinary Shareholders' Meeting or the initiating of a special audit.

[4] The making of motions within the scope of agenda items and the discussion without the passing of resolutions do not require announcement in advance.

[5] At least twenty days before the Ordinary Shareholders' Meeting, the annual report, the remuneration report and the corresponding Auditors' reports must be made

available for inspection by shareholders at the domicile of the Company.

Article 11

Chairpersonship of the Shareholders' Meeting, Minutes, Tellers

[1] The Shareholders' Meeting is held at the domicile of the Company unless otherwise resolved by the Board of Directors. The Chairperson of the Board of Directors, or, if he/she is prevented, a Vice Chairperson or a specially designated member of the Board of Directors, takes the chair and nominates a Secretary and the Tellers, who do not need to be shareholders.

[2] Minutes are kept of the proceedings; these shall be signed by the Chairperson, the Secretary and the Tellers.

Article 12

Representation of the Shareholders

[1] A shareholder may only be represented at the Shareholders' Meeting by the Independent Proxy, a legal representative or, by means of written proxy, by another shareholder entitled to vote.

[2] The Board of Directors shall determine the requirements regarding the participation and representation in the Shareholders' Meeting and regarding proxies and voting instructions.

[3] The Shareholders' Meeting shall elect the Independent Proxy for a term of office until completion of the next Ordinary Shareholders' Meeting. Re-election is possible.

[4] If the Company does not have an Independent Proxy, the Board of Directors shall appoint the Independent Proxy for the next Shareholders' Meeting.

Article 13

Voting Rights

Each share shall carry one vote.

Article 14

Resolutions, Elections

[1] The absolute majority of the votes represented shall be required for resolutions and elections of the Shareholders' Meeting, if not otherwise required by the law.

[2] Votes and elections shall take place publicly, but are conducted by written ballot/or electronically if so requested by the Shareholders' Meeting or directed by the Chairperson.

[3] If the Chairperson has any doubts about the result of a vote or election, he/she may repeat it. In such case, the original vote or election is considered null and void.

B. Board of Directors

Article 15

Number of Members of the Board of Directors

The Board of Directors shall be composed of at least five members.

Article 16

Term of Office

[1] The Shareholders' Meeting shall elect individually the members of the Board of Directors and its Chairperson for a term of office until completion of the next Ordinary Shareholders' Meeting.

[2] Re-election is possible.

Article 17

Constitution of the Board of Directors

[1] Except for the election of the Chairperson of the Board of Directors and the members of the Compensation Committee, the Board of Directors shall constitute itself. It shall elect from amongst its members one or more Vice Chairpersons. It shall designate a Secretary who needs not to be a member of the Board of Directors.

[2] If the office of the Chairperson is vacant, the Board of Directors shall appoint a new Chairperson from amongst its members for the remaining term of office.

Article 18

Powers of the Board of Directors

[1] The Board of Directors shall manage the business of the Company insofar as it is not reserved to the Shareholders' Meeting or delegated under the terms of the "Regulations Governing Internal Organization and Board Committees" ("By-laws") (Article 19).

[2] The Board of Directors has the following non-transferable and inalienable duties:

a) The ultimate management of the Company, in particular management, administration and supervision of the business of the Company, and the giving of the necessary directives;

b) the establishment of the organization by means of By-laws;

c) the structuring of the accounting system and of the financial controls, as well as the financial planning;

d) the appointment and removal of the persons entrusted with the management and the representation, and the establishment of their authorization to sign;

e) the ultimate supervision of the persons entrusted with the management, in particular in view of compliance with the law, the Articles of Association, regulations and directives;

f) the preparation of the annual report and the remuneration report, as well as the preparation of the Shareholders' Meeting and the implementing of its resolutions;

g) the notification of the judge in the case of over-indebtedness;

h) resolutions concerning the subsequent performance of contributions on shares not fully paid-up;

i) resolutions concerning an increase of the share capital, insofar as this falls within the competence of the Board of Directors (Article 651, sub-para. 4 CO), as well as the ascertainment of capital increases and the consequent amendments to the Articles of Association;

j) other powers and duties reserved for the Board of Directors by law or the Articles of Association.

Article 19

Transfer of Powers, By-laws

[1] Subject to Article 18, sub-para. 2 and in compliance with the By-laws, the Board of Directors may delegate the management of the Company, in whole or in part, to one or more of its members (Managing Directors), to Committees of the Board of Directors, to an Executive Committee, or to other third persons who need not be shareholders.

[2] The By-laws to be issued by the Board of Directors govern the organization of the Board of Directors (including calling and drawing up the agenda of meetings, quorum, resolutions, taking of minutes, etc.) and the distribution of its powers, set any limits on age and terms of office for the members of the Board of

Directors and determine the responsibilities and duties of the executive management.

Article 20

Compensation Committee

[1] The Compensation Committee shall consist of at least three members of the Board of Directors.

[2] The Shareholders' Meeting shall elect individually the members of the Compensation Committee for a term of office until completion of the next Ordinary Shareholders' Meeting. Re-election is possible.

[3] If there are vacancies on the Compensation Committee, the Board of Directors shall appoint substitutes from amongst its members for the remaining term of office.

[4] The Board of Directors shall appoint the Chairperson of the Compensation Committee. The Board of Directors shall further issue a charter establishing the organisation and decision-making process of the Compensation Committee.

[5] The Compensation Committee shall support the Board of Directors in establishing and reviewing the Company's compensation strategy and guidelines and the performance targets, as well as in preparing the proposals to the Shareholders' Meeting regarding the compensation of the Board of Directors and of the Executive Committee, and may submit proposals to the Board of Directors in other compensation-related issues.

[6] The Board of Directors shall set out in a charter for which positions of the Board of Directors and of the Executive Committee the Compensation Committee shall submit proposals for the performance targets and compensation of the members of the Board of Directors

and of the Executive Committee, and for which positions the Compensation Committee shall determine such performance targets and compensation in accordance with the Articles of Association and the compensation guidelines established by the Board of Directors.

[7] The Board of Directors may delegate further tasks and powers to the Compensation Committee.

C. Auditors

Article 21

Terms of Office, Powers and Duties

The Shareholders' Meeting shall elect the Auditors for a term of office until completion of the next Ordinary Shareholders' Meeting. The powers and duties shall be determined by law.

IV. Compensation of the Board of Directors and of the Executive Committee

Article 22

Approval of Compensation by the Shareholders' Meeting

[1] The Shareholders' Meeting shall approve annually the proposals of the Board of Directors in relation to:

a) the maximum aggregate amount of compensation of the Board of Directors for the period until the next Ordinary Shareholders' Meeting;

b) the maximum aggregate amount of fixed compensation of the Executive Committee for the period between 1 July of the current year to 30 June of the following year;

c) the aggregate amount of variable short-term compensation of the Executive Committee for the past financial year; and

d) the maximum aggregate amount of variable long-term compensation of the Executive Committee for the current financial year.

[2] The Board of Directors may submit for approval by the Shareholders' Meeting proposals in relation to (maximum) aggregate amounts or specific compensation elements relating to different compensation periods and/or in relation to additional amounts for specific compensation elements as well as additional contingent proposals.

[3] In the event the Shareholders' Meeting has rejected a proposal of the Board of Directors, the Board of Directors shall determine the respective (maximum) aggregate amount, provided that:

a) the Board of Directors takes into account:
   (i) the proposed aggregate amount of compensation;
   (ii) the decision of the Shareholders' Meeting and, to the extent known to the Board of Directors, the main reasons for the negative vote; and

(iii) the Company's compensation principles; and

b) the Board of Directors submits the (maximum) aggregate amount so determined for approval by an ordinary or extraordinary Shareholders' Meeting.

The Board of Directors may determine (maximum) partial amounts instead of a (maximum) aggregate amount.

[4] The Company or companies controlled by it may pay out compensation prior to approval by the Shareholders' Meeting subject to subsequent approval by a Shareholders' Meeting.

Article 23

Supplementary Amount in the Event of Changes in the Executive Committee

The Company or companies controlled by it shall be authorized to grant and pay to each person who becomes a member of or is being promoted within the Executive Committee during a compensation period for which the Shareholders' Meeting has already approved the compensation of the Executive Committee, a supplementary amount for the compensation period(s) already approved if the maximum aggregate amounts of compensation already approved by the Shareholders' Meeting are not sufficient to also cover his/her compensation. The supplementary amount shall, per compensation period, not exceed 35% for the CEO and, for each other member of the Executive Committee, 30% of the (maximum) aggregate amounts of compensation of the Executive Committee last approved.

Article 24

Compensation of the Members of the Board of Directors and the Executive Committee

[1] Compensation of the members of the Board of Directors shall consist of fixed compensation in the form of cash and/or shares. Total compensation shall take into account position and level of responsibility of the recipient.

[2] Compensation of the members of the Executive Committee shall consist of fixed and variable compensation. Fixed compensation comprises the base salary and may include other compensation elements and benefits. Variable compensation may comprise short-term and long-term compensation. Total compensation shall take into account position and level of responsibility of the recipient.

[3] Short-term compensation shall be governed by performance metrics that take into account the performance of the Company, the group and/or parts thereof, targets determined in relation to the market, other companies or comparable benchmarks and/or individual targets, and achievement of which is generally measured during a one-year period. The annual target level of the short-term compensation shall be determined as a percentage of the base salary. Depending on achieved performance, the compensation may vary between 0 and 200% of the annual target level.

[4] Long-term compensation shall be governed by performance metrics that take into account strategic objectives of the Company and/or the group, and achievement of which is generally measured during a perennial period. The annual target level of the long-term compensation shall be determined as a percentage of the base salary. Depending on achieved performance, the number of equity awards may vary between 0 and 200% of the annual target level. The Board of Directors or, to the extent delegated to it, the Compensation Committee shall determine adequate vesting, exercise and forfeiture conditions in view of alignment with the long-term objectives of the Company. Vesting periods shall be at least three years.

[5] The Board of Directors or, to the extent delegated to it, the Compensation Committee shall determine performance metrics and target levels of short- and long-term compensation, and their achievement.

[6] The compensation of the members of Executive Committee may be paid or granted in the form of cash, shares, financial instruments or units, in kind or in the form of other types of benefits.

[7] The Board of Directors or, to the extent delegated to it, the Compensation Committee shall determine grant, vesting, exercise and forfeiture conditions; it may provide for continuation, acceleration or removal of vesting and exercise conditions, for payment or grant of compensation assuming target achievement or for forfeiture of compensation in the case of pre-determined events such as a change-of-control or termination of an employment or mandate agreement. The Company may procure any required shares through purchases in the market or by using its conditional share capital.

[8] Compensation may be paid by the Company or companies controlled by it.

V. Agreements with Members of the Board of Directors and of the Executive Committee

Article 25

Agreements with Members of the Board of Directors and of the Executive Committee

[1] The Company or companies controlled by it may enter into agreements with members of the Board of Directors relating to their compensation for a fixed term or for an indefinite term. Duration and termination shall comply with the term of office and the law.

[2] The Company or companies controlled by it may enter into employment agreements with members of the Executive Committee for a fixed term or for an indefinite term. Employment agreements for a fixed term may have a maximum duration of one year; renewal is possible. Employment agreements for an indefinite term may have a termination notice period of maximum twelve months.

[3] The Company or companies controlled by it may enter into non-compete agreements for the time after the end of the employment agreement for a duration of up to one year. The consideration for such non-compete agreement shall not exceed the fixed annual compensation last paid to such member of the Executive Committee.

VI. Mandates Outside the Group, Loans

Article 26

Mandates Outside the Group

[1] 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. The Chairperson of the Board of Directors may not hold more than eight additional mandates in listed and non-listed companies, out of which not more than three may be in listed companies.

[2] No member of the Executive Committee may hold more than one additional mandate in a listed company and two additional mandates in non-listed companies.

[3] The following mandates are not subject to the limitations set forth in paragraphs 1 and 2 above:

a) mandates in companies that are controlled by the Company or that control the Company;

b) mandates held at the request of the Company or companies controlled by it. No member of the Board of Directors or the Executive Committee may hold more than five such mandates; and

c) mandates in associations, charitable foundations, trusts and employee welfare foundations. No member of the Board of Directors or the Executive Committee may hold more than ten such mandates.

[4] Mandates shall mean mandates in the supreme governing body of a legal entity that is required to be registered in the commercial register or a comparable foreign register. Mandates in different legal entities that are under joint control or same beneficial ownership are deemed one mandate.

Article 27

Loans

Loans to a member of the Board of Directors or the Executive Committee may only be granted at market conditions and may, at the time of grant, not exceed the total annual compensation last paid to such member.

VII. Fiscal Year, Annual Report and Application of Income

Article 28

Fiscal Year

The fiscal year is stipulated by the Board of Directors. The Board of Directors is empowered to stipulate a temporary accounting period for the consolidated financial statements that does not correspond to the fiscal year.

Article 29

Annual Report

The Board of Directors prepares for each fiscal year an annual report which is composed of the annual financial statements (income statement, balance sheet, cash flow statement and appendix), the management report and (subject to Article 28) the consolidated financial statements.

Article 30

Application of Balance Sheet Income

[1] Subject to the legal provisions, the Shareholders' Meeting decides about the application of the balance sheet income of the Company, in particular the declaration of dividends.

[2] In addition to the legal reserves, other reserves can be created.

VIII. Publications and Announcements

Article 31

Publications and Announcements

[1] Publications of the Company shall be made in the Swiss Official Gazette of Commerce, the Company's organ of publication.

[2] Announcements to the shareholders shall be made by letter to the addresses recorded in the share register or by publication in the Swiss Official Gazette of Commerce.

IX. Dissolution of the Company

Article 32

Dissolution

For the dissolution of the Company, with or without liquidation, the legal provisions shall apply.

Basel, 25 April 2017