

## Lonza Group Ltd, Basel

### Votes and Elections at the

**Annual General Meeting of the Shareholders,  
Held on Wednesday, 8 April 2015, from 10.00 to 12.00 am,  
at the Congress Center Messe Basel, Basel**

**Chairpersonship: Dr. Rolf Soiron**

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#### **I. Agenda**

1. Annual Report, Consolidated Financial Statements and Financial Statements of Lonza Group Ltd
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 Contribution of Capital
5. Re-Elections to the Board of Directors and the Nomination and Compensation Committee
  - 5.1 Re-Elections to the Board of Directors
  - 5.2 Re-Election of the Chairperson of the Board of Directors
  - 5.3 Re-Elections 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
10. Renewal of Authorized Share Capital

#### **II. Presence** (at 10.21 am)

**250 Shareholders/Proxies**, representing **24'742'997** registered shares as follows:

- Daniel Plüss, Independent Proxy:	24'620'611 registered shares
- Other Shareholders:	122'386 registered shares

### III. Votes and Elections

#### 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.

- Yes:	98.54%
- No:	0.01%
- Abstention:	1.45%

#### 2. Consultative Vote on the Remuneration Report

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

- Yes:	96.59%
- No:	2.20%
- Abstention:	1.21%

#### 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.

- Yes:	97.94%
- No:	0.29%
- Abstention:	1.77%

#### 4. Appropriation of Available Earnings / Reserves from Capital Contribution

Proposal of the Board of Directors:

##### Balance Sheet Profit

Available earnings brought forward	CHF	1 263 274 700
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
<b>Available earnings carry-forward</b>	<b>CHF</b>	<b>1 441 128 767</b>

##### 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*)
<b>Carry-forward of reserves from capital contribution</b>	<b>CHF</b>	<b>375 257 263</b>

##### Summary

Available earnings carry-forward	CHF	1 441 128 767
Carry-forward of reserves from capital contribution	CHF	375 257 263
<b>Total amount carry-forward of available earnings and reserves from capital contribution</b>	<b>CHF</b>	<b>1 816 386 030</b>

\*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.

- Yes:	99.03%
- No:	0.01%
- Abstention:	0.96%

## 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.

#### Re-Election **Patrick Aebischer**:

- Yes:	98.87%
- No:	0.13%
- Abstention:	1.00%

#### Re-Election **Werner Bauer**:

- Yes:	98.49%
- No:	0.32%
- Abstention:	1.19%

#### Re-Election **Thomas Ebeling**:

- Yes:	97.04%
- No:	1.96%
- Abstention:	1.00%

#### Re-Election **Jean-Daniel Gerber**:

- Yes:	97.20%
- No:	1.79%
- Abstention:	1.01%

Re-Election **Barbara Richmond:**

- Yes:	98.83%
- No:	0.15%
- Abstention:	1.02%

Re-Election **Margot Scheltema:**

- Yes:	98.40%
- No:	0.40%
- Abstention:	1.20%

Re-Election **Rolf Soiron:**

- Yes:	97.89%
- No:	0.94%
- Abstention:	1.17%

Re-Election **Jürgen Steinemann:**

- Yes:	98.62%
- No:	0.37%
- Abstention:	1.01%

Re-Election **Antonio Trius:**

- Yes:	98.82%
- No:	0.15%
- Abstention:	1.03%

## 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.

- Yes:	95.72%
- No:	3.18%
- Abstention:	1.10%

### 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.

Re-Election of **Thomas Ebeling** to the Nomination and Compensation Committee:

- Yes:	96.94%
- No:	2.01%
- Abstention:	1.05%

Re-Election of **Jean-Daniel Gerber** to the Nomination and Compensation Committee:

- Yes:	98.73%
- No:	0.22%
- Abstention:	1.05%

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

- Yes:	98.55%
- No:	0.40%
- Abstention:	1.05%

### 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.

- Yes:	95.84%
- No:	3.18%
- Abstention:	0.98%

## 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.

- Yes:	98.97%
- No:	0.00%
- Abstention:	1.03%

## 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.

- Yes:	97.66%
- No:	0.52%
- Abstention:	1.82%

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

- Yes:	97.43%
- No:	1.36%
- Abstention:	1.21%

### 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.

- Yes:	97.10%
- No:	1.70%
- Abstention:	1.20%

### 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.

- Yes:	91.43%
- No:	7.10%
- Abstention:	1.47%

### 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<sup>ter</sup> of the Articles of Association<sup>1</sup> be amended accordingly as follows (**changes marked**):

#### Present version

##### Article 4<sup>ter</sup>

Authorized Capital

<sup>1</sup> 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<sup>ter</sup>

Authorized Capital

<sup>1</sup> 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.*

- Yes:	96.85%
- No:	2.12%
- Abstention:	1.03%

End of the Annual General Meeting 12.15 am

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<sup>1</sup> [www.lonza.com/aoa](http://www.lonza.com/aoa)