

Charter

The Governance and Nomination Committee of Alcon Inc.

Mission Statement

The Governance and Nomination Committee (the “GNC”) supports the Board of Directors of Alcon Inc. (the “Board”) in fulfilling its responsibilities with respect to the governance of Alcon Inc. (the “Company”), the identification of individuals who are qualified to become (or be re-elected as) Board members and the public responsibilities of the Company.

Organization

The GNC shall consist of a minimum of three members of the Board. The Board will designate one member of the GNC as its chairperson. The majority of members of the GNC shall be independent in accordance with the independence criteria set forth in the Appendix.

The GNC will meet no fewer than three times a year. Special meetings may be convened as required.

The GNC shall report regularly to the Board on its decisions, determinations, approvals, findings and other matters the GNC deems appropriate or the Board requests.

The GNC may invite to its meetings other Board members, members of the management and such other persons the GNC deems appropriate in order to carry out its responsibilities. In the event the Chair of the Board is not a member of the GNC, the Chair of the Board shall be a permanent guest of the Committee. The GNC shall exclude from its meetings anyone with a personal interest in the matters to be discussed.

The GNC shall have the authority to retain an independent consultant and to approve the consultant’s fees and other retention terms. The GNC shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. In retaining services of consultants or advisors, the GNC takes due care to consider the independence of any such consultant or advisor from the management of Alcon.

The GNC shall obtain appropriate funding, as determined by the GNC, to support its activities, including for payment of the independent compensation consultant and advisors.

Roles and Responsibilities

The GNC shall have the following responsibilities:

In General

1. With the Chair of the Board, review periodically the Articles of Incorporation and the Regulations and recommend to the Board changes thereto in respect of good corporate governance and fostering shareholders’ rights.
2. Oversee the Company’s global strategy and reputation regarding corporate governance, environmental stewardship, sustainability and corporate social responsibility (“ESG matters”) and stay abreast of developing trends in ESG matters.

3. Annually approve the Company's reporting on ESG matters.
4. With the Chair of the Board, oversee the Company's communications and engagement on ESG matters with shareholders and their advisors and assess the feedback received as a result of such communications and engagement.
5. With the Chair of the Board, recommend such other actions not set out below regarding the governance of the Company that are in the best interests of the Company and its shareholders, as the GNC shall deem appropriate.

Board Composition

6. Review the composition and size of the Board in order to ensure the Board has the proper expertise and consists of persons with sufficiently diverse backgrounds.
7. Determine the criteria for selection of the Chair of the Board, Board members and Board Committee members. The GNC considers factors such as (i) personality, skills and knowledge, (ii) diversity of viewpoints, professional backgrounds and expertise, (iii) business and other experience relevant to the business of the Company, (iv) the ability and willingness to commit adequate time and effort to Board and Committee responsibilities, (v) the extent to which personality, background, expertise, knowledge and experience will interact with other Board members to build an effective and complementary Board, and (vi) whether existing board memberships or other positions held by a candidate could lead to a conflict of interest.
8. With the participation of the Chair of the Board, actively seek, interview and screen individuals qualified to become Board members for recommendation to the Board.
9. Assess and recommend to the Board as to whether members of the Board should stand for re-election.
10. In case a Board member tenders his/her resignation, review the appropriateness of continued service on the Board of such member.
11. With the Chair of the Board and the Board Secretary, develop and periodically review an orientation program for new Board members and an ongoing education program for existing Board members.

Board Committees

12. With the Chair of the Board, periodically review the Regulations and the charters of the Board Committees and make recommendations to the Board for the creation of additional Board Committees or a change in mandate or dissolution of Board Committees.
13. With the Chair of the Board, periodically review the composition of the Board Committees. When doing so, the GNC takes into account whether a member of a Board Committee is suitable for the tasks of his respective Board Committee.

14. With the Chair of the Board, periodically review the chairs of the respective Board Committee.
15. Ensure that each Committee conducts the required number of meetings and makes sufficient reports to the Board on its activities and findings.
16. Periodically review the number, structure and effectiveness of the Board Committees and recommend changes, if any, to the full board.

Conflicts, Other Directorships and Board Members Independence

17. Review directorships and consulting agreements of Board members for conflicts of interest.
18. With the Chair of the Board, review actual and potential conflicts of interest a Board member may have and propose to the Board how the conflict should be handled. Ensure the Board member having an actual or potential conflict of interest appropriately conducts himself/herself in matters before the Board as it pertains to such a conflict.
19. Annually submit to the Board a proposal concerning the determination of the independent status of the Board members and the corresponding disclosure.

Other

20. Review and reassess the adequacy of this charter annually and submit proposed changes to the Board for approval.
21. Conduct an annual self-evaluation of the GNC performance.
22. Determine appropriate means for evaluating the Board, Directors and Committee performance and direct periodic assessments.
23. Assume other responsibilities assigned to it by law, the Articles of Incorporation and by the Board.

Effective: May 6, 2020