

Charter

The Innovation Committee of Alcon Inc.

Mission Statement

The Innovation Committee is appointed by and acts on behalf of the Board of Directors of Alcon Inc. The purpose of the Committee is to assist the Board in its oversight of matters relating to Alcon's strategic direction and investments in research and development and emerging technologies. The Committee: (i) oversees the research and development strategy, (ii) evaluates and challenges the effectiveness and competitiveness of the research and development function, (iii) reviews and discusses emerging scientific trends and activities critical to the success of research and development and (iv) reviews the innovation pipeline, including internal and external investments in innovation.

Organization

The Innovation Committee shall consist of a minimum of three members of the Board of Directors of Alcon Inc. (the "Board"). The Board will designate one member of the Innovation Committee as the chairperson.

The Innovation Committee shall meet no less than three times per year and have direct and independent interaction with such persons from time to time as the members of the Innovation Committee deem appropriate.

The Innovation Committee may invite to its meetings members of the management and such other persons as the Innovation Committee deems appropriate in order to carry out its responsibilities. The Innovation Committee shall exclude from its meetings anyone with a personal interest in the matters to be discussed. The Chair of the Board and Alcon CEO shall be permanent invitees.

The Innovation Committee shall regularly report to the Board on the activities of the Innovation Committee.

The Innovation Committee shall have the authority to retain independent advisors for any matters within the scope of its responsibilities. The Innovation Committee shall obtain appropriate funding, as determined by the Innovation Committee for payment of compensation to any outside advisors engaged by the Innovation Committee.

Responsibilities

The Innovation Committee has the following roles and responsibilities:

1. Provide counsel to the Board and the management team in the area of technology, application of technology and new business models.
2. Review and make recommendations to the Board on internal and external (e.g. potential acquisitions, alliances, collaborations and equity investments) investments in innovation.
3. Assist the Board with oversight and evaluation of management's development and implementation of Alcon's technology and innovation strategies and its alignment with Alcon's overall strategy and objectives.
4. Inform the Board on a periodic basis about emerging scientific trends, research and development programs and opportunities and activities critical to the success of the product development pipeline.
5. Review, evaluate and advise the Board regarding the quality, direction and competitiveness of the innovation pipeline.
6. Review and discuss significant emerging science and technology, programs, issues and trends.

7. Review such other matters in relation to Alcon's research and development, technology and innovation programs as the committee may, in its own discretion, deem desirable in connection with its responsibilities.
8. Annually review and reassess the adequacy of this charter and submit proposed changes to the Board for approval.
9. Conduct periodic self-evaluations of the Innovation Committee's performance.

Effective: [April 2, 2019]