

Minutes

of the

Annual General Meeting

of

Alcon Inc.

held on

Wednesday, May 8, 2024, 09:30 a.m. CEST

at

SwissTech Convention Center (STCC), Rue Louis Favre 2, 1024 Ecublens, Switzerland

I. Introduction

The meeting is presided by Michael Ball, Chair of the Board of Directors, in accordance with art. 13 para. 1 of the articles of incorporation of Alcon Inc. (Alcon) (the Articles of Incorporation).

After the projection of a first video about Alcon, the Chair opens the Annual General Meeting at 09:30 a.m. CEST.

The Chair welcomes the other members of the Board of Directors: Mrs. Lynn Bleil, Ms. Raquel Bono, Mr. Arthur Cummings, Mr. David Endicott, Mr. Thomas Glanzmann, Mr. Keith Grossman, Mr. Scott Maw, Mrs. Karen May, Mrs. Ines Pöschel and Mr. Dieter Spälti.

Mr. Tim Stonesifer, Alcon's Chief Financial Officer, and Mr. Royce Bedward, Alcon Group's General Counsel and Corporate Secretary are also attending the meeting.

Mr. Royce Bedward is appointed as secretary of the meeting.

Mr. Mike Foley, licensed auditing expert and representative of Alcon's auditors, Pricewaterhouse-Coopers SA, Geneva, is attending the meeting.

The Chair welcomes Mr. Damien-Raphaël Bossy, attorney-at-law and representative of Alcon's independent representative, Hartmann Dreyer, Attorneys-at-Law, Fribourg.

Finally, the Chair welcomes Mr. Simon Schüpfer, from Computershare, in charge of the electronic voting process.

The Chair informs the shareholders that all the ballots and elections at today's Annual General Meeting will be conducted electronically and he appoints Stephan Pulicani, Robert Kamffer and Alexander Morrell as vote counters.

The invitation to today's Annual General Meeting was sent to registered shareholders and published in the Swiss Official Gazette of Commerce on April 8, 2024.

The Chair mentions that the 2023 Annual Report, along with the operating and financial review of Alcon Inc., the annual financial statements, the consolidated financial statements, the compensation report and the report on non-financial matters, are accessible via Alcon's website.

The Chair declares that shareholders did not request any further items to be added to the agenda nor did they submit any motions relating to the items on the agenda.

Today's Annual General Meeting has therefore been convened and constituted in due form and time. The General Meeting can decide on all matters on the agenda.

The Chair informs the shareholders that for the purposes of keeping the minutes, all statements and the conduct of the meeting are recorded.

II. Agenda

The Chair shares a few remarks about the year 2023. An Alcon overview video is shown.

Mr. David Endicott, Alcon's CEO, takes the stage and provides his perspective on the year 2023.

Mr. Royce Bedward takes the stage and announces today's attendance:

- a total of 44 shareholders are present in the hall today, which amounts to 326,707,870 registered shares with a total nominal value of CHF 13,068,314.80; out of which
- 326,696,012 registered shares with a total nominal value of CHF 13,067,840.48, are represented at today's Annual General Meeting by Mr. Damien-Raphaël Bossy, from Hartmann Dreyer, Attorneys-at-Law, Alcon's independent representative.

Mr. Damien-Raphaël Bossy confirms that he shared with the Company within the legal time frame of three business days before the Annual General Meeting general information on the voting instructions regarding the registered shares he represents.

Mr. Royce Bedward informs the shareholders that today's Annual General Meeting decides on the motions in accordance with the law and Alcon's Articles of Incorporation with a majority of the voting rights represented.

Mr. Royce Bedward gives the shareholders an explanation on the voting process.

The Chair takes back the stage and runs a voting test. The electronic voting system functions properly.

Being no shareholder questions on the voting procedure, the Chair moves on to the agenda item 1.

1. Approval of the operating and financial review of Alcon Inc., the annual financial statements of Alcon Inc. and the consolidated financial statements for 2023

The Board of Directors proposes that the operating and financial review of Alcon Inc., the annual financial statements of Alcon Inc. and the consolidated financial statements for 2023 be approved, acknowledging the reports of the statutory auditors.

The Chair opens the discussion on agenda item 1.

Being no shareholder question on agenda item 1, the Chair now moves to the vote.

The Chair states that the General Meeting has approved the proposal of the Board of Directors with 325,874,341 votes in favor, corresponding to 99.75%, 146,370 votes against, corresponding to 0.04% and 687,162 abstentions, corresponding to 0.21%. The Chair thanks the General Meeting.

2. Discharge of the members of the Board of Directors and the members of the Executive Committee

The Board of Directors proposes that the members of the Board of Directors and the members of the Executive Committee be granted discharge for the 2023 financial year.

The Chair intends to conduct the vote on the discharge resolution globally.

The Chair opens the discussion on agenda item 2.

Being no shareholder question on agenda item 2, the Chair expressly points out that members of the Board of Directors and members of the Executive Committee – or any representative of these persons – are excluded from voting either with their own shares or with shares represented by them. The number of represented votes is correspondingly reduced for this agenda item. The Chair now moves to the vote.

The Chair states that the General Meeting has approved the proposal of the Board of Directors with 322,550,216 votes in favor, corresponding to 98.99%, 1,328,908 votes against, corresponding to 0.41% and 1,953,215 abstentions, corresponding to 0.60%.

On behalf of all the members of the Board of Directors as well as the members of the Executive Committee, the Chair thanks the General Meeting for the discharge.

3. Appropriation of earnings and declaration of dividend as per the balance sheet of Alcon Inc. of December 31, 2023

The Chair refers the General Meeting to the Annual Report for the financial situation for 2023, which has already been discussed under agenda item number 1. The appropriation of earnings

proposed by the Board of Directors for 2023 is in the AGM Invitation as well as in Alcon's Annual Report.

The Board of Directors proposes that:

- out of the earnings available to the Annual General Meeting, a gross dividend of CHF 0.24 per dividend-bearing share be declared, corresponding to a maximum total amount of CHF 119,928,000; and
- the remaining amount of available earnings, after appropriation of the proposed dividend, be carried forward to the new account.

The Chair points out that no dividend will be paid for treasury shares held by Alcon Inc. or its fully owned subsidiaries.

The auditors confirmed in their report that this proposal by the Board relating to the declaration of dividend and appropriation of the available earnings complies with the law and Alcon's Articles of Incorporation.

The Chair opens the discussion on agenda item 3.

Being no shareholder question on agenda item 3, the Chair now moves to the vote.

The Chair states that the General Meeting has approved the proposal of the Board of Directors with 326,064,399 votes in favor, corresponding to 99.80%, 262,913 votes against, corresponding to 0.08% and 381,360 abstentions, corresponding to 0.12%. The Chair thanks the General Meeting.

4. Consultative vote on the 2023 Report on Non-Financial Matters

The Board of Directors proposes that the 2023 Report on Non-Financial Matters be approved (non-binding consultative vote).

The Chair opens the discussion on agenda item 4.

Being no shareholder question on agenda item 4, the Chair now moves to the vote.

The Chair states that the General Meeting has approved the proposal of the Board of Directors with 309,973,668 votes in favor, corresponding to 94.88%, 15,360,816 votes against, corresponding to 4.70% and 1,373,389 abstentions, corresponding to 0.42%. The Chair thanks the General Meeting.

5. Votes on the compensation of the Board of Directors and of the Executive Committee

The Chair explains that agenda item 5 contains three separate motions, each to be voted separately:

5.1: a consultative, non-binding, vote on the 2023 Compensation Report;

5.2: a binding vote on the maximum aggregate amount of compensation of the Board of Directors for the next term of office, that is from the 2024 Annual General Meeting until the 2025 Annual General Meeting; and

5.3: a binding vote on the maximum aggregate amount of compensation of the Executive Committee for the 2025 financial year.

The Chair refers to the Annual Report and to the Say-on-Pay Brochure for full details of the 2023 Compensation Report and of the remuneration paid to the members of the Board of Directors and to members of the Alcon Executive Committee.

The Chair opens the discussion on agenda item 5.

Being no shareholder question on agenda item 5, the Chair now moves to the votes.

5.1. Consultative vote on the 2023 Compensation Report

The Board of Directors recommends that the 2023 Compensation Report be accepted (non-binding consultative vote).

The Chair states that the General Meeting has not approved the 2023 Compensation Report with 160,977,140 votes in favor, corresponding to 49.27%, 160,518,589 votes against, corresponding to 49.13% and 5,212,009 abstentions, corresponding to 1.60%.

The Chair states that the Board of Directors takes note of this result.

5.2. Binding vote on the maximum aggregate amount of compensation of the Board of Directors for the next term of office, i.e. from the 2024 Annual General Meeting to the 2025 Annual General Meeting

The Chair refers to the law and to the Say-on-Pay Brochure annexed to the Annual General Meeting invitation and to the 2023 Compensation Report for more details on the proposed compensation.

The Board of Directors proposes that shareholders approve the maximum aggregate amount of compensation of the Board of Directors covering the period from the 2024 Annual General Meeting to the 2025 Annual General Meeting in the amount of CHF 3,900,000.

The Chair states that the General Meeting has approved the proposal of the Board of Directors with 315,650,803 votes in favor, corresponding to 96.62%, 9,913,572 votes against, corresponding to 3.03% and 1,143,338 abstentions, corresponding to 0.35%.

On behalf of the Board of Directors, the Chair thanks the General Meeting for the confidence expressed in them.

5.3. Binding vote on the maximum aggregate amount of compensation of the Executive Committee for the following financial year, i.e. 2025

The Board of Directors proposes that shareholders approve the maximum aggregate amount of compensation of the Executive Committee for the 2025 financial year in the amount of CHF 43,000,000.

The Chair states that the General Meeting has approved the proposal of the Board of Directors with 299,974,921 votes in favor, corresponding to 91.82%, 25,509,575 votes against, corresponding to 7.81% and 1,224,185 abstentions, corresponding to 0.37%.

On behalf of the Board of Directors and the Executive Committee, the Chair thanks the General Meeting for the confidence expressed in them.

6. Re-elections of the Chair and the Members of the Board of Directors

The Chair states that the date of today's Annual General Meeting coincides with the end of the term of office of all members of the Board of Directors.

All current Board members offer themselves for re-election for a new period of office and no additional candidate has been proposed.

Accordingly, the Board of Directors proposes that the following individuals be re-elected as members to the Board of Directors for a term of office of one year extending until completion of the 2025 Annual General Meeting: F. Michael Ball (as Member and Chair), Lynn D. Bleil (as Member), Raquel C. Bono (as Member), Arthur Cummings (as Member), David J. Endicott (as Member), Thomas Glanzmann (as Member), D. Keith Grossman (as Member), Scott Maw (as Member), Karen May (as Member), Ines Pöschel (as Member), and Dieter Spälti (as Member).

Elections are held individually but in one run.

The Chair opens the discussion on agenda item 6.

Being no shareholder question on agenda item 6, the Chair now moves to the votes.

6.1. Re-election of F. Michael Ball (as Member and Chair)

The Chair states that the General Meeting has re-elected F. Michael Ball as member and Chair of the Board of Directors for a term of office of one year extending until completion of the 2025 Annual General Meeting with 316,366,858 votes in favor, corresponding to 96.83%, 9,850,965 votes against, corresponding to 3.02% and 490,690 abstentions, corresponding to 0.15%.

6.2. Re-election of Lynn D. Bleil (as Member)

The Chair states that the General Meeting has re-elected Lynn D. Bleil as member of the Board of Directors for a term of office of one year extending until completion of the 2025 Annual General Meeting with 324,652,090 votes in favor, corresponding to 99.37%, 1,628,480 votes against, corresponding to 0.50% and 427,943 abstentions, corresponding to 0.13%.

6.3. Re-election of Raquel C. Bono (as Member)

The Chair states that the General Meeting has re-elected Raquel C. Bono as member of the Board of Directors for a term of office of one year extending until completion of the 2025 Annual General Meeting with 326,027,255 votes in favor, corresponding to 99.79%, 258,308 votes against, corresponding to 0.08% and 422,950 abstentions, corresponding to 0.13%.

6.4. Re-election of Arthur Cummings (as Member)

The Chair states that the General Meeting has re-elected Arthur Cummings as member of the Board of Directors for a term of office of one year extending until completion of the 2025 Annual General Meeting with 324,190,562 votes in favor, corresponding to 99.23%, 2,074,882 votes against, corresponding to 0.63% and 443,069 abstentions, corresponding to 0.14%.

6.5. Re-election of David J. Endicott (as Member)

The Chair states that the General Meeting has re-elected David J. Endicott as member of the Board of Directors for a term of office of one year extending until completion of the 2025 Annual General Meeting with 304,998,823 votes in favor, corresponding to 93.35%, 21,235,551 votes against, corresponding to 6.50% and 474,139 abstentions, corresponding to 0.15%.

6.6. Re-election of Thomas Glanzmann (as Member)

The Chair states that the General Meeting has re-elected Thomas Glanzmann as member of the Board of Directors for a term of office of one year extending until completion of the 2025 Annual General Meeting with 322,236,262 votes in favor, corresponding to 98.63%, 4,018,451 votes against, corresponding to 1.23% and 453,800 abstentions, corresponding to 0.14%.

6.7. Re-election of D. Keith Grossman (as Member)

The Chair states that the General Meeting has re-elected D. Keith Grossman as member of the Board of Directors for a term of office of one year extending until completion of the 2025 Annual General Meeting with 306,834,732 votes in favor, corresponding to 93.92%, 16,213,290 votes against, corresponding to 4.96% and 3,660,491 abstentions, corresponding to 1.12%.

6.8. Re-election of Scott Maw (as Member)

The Chair states that the General Meeting has re-elected Scott Maw as member of the Board of Directors for a term of office of one year extending until completion of the 2025 Annual General Meeting with 322,868,160 votes in favor, corresponding to 98.83%, 2,881,150 votes against, corresponding to 0.88% and 959,403 abstentions, corresponding to 0.29%.

6.9. Re-election of Karen May (as Member)

The Chair states that the General Meeting has re-elected Karen May as member of the Board of Directors for a term of office of one year extending until completion of the 2025 Annual General Meeting with 322,906,127 votes in favor, corresponding to 98.84%, 3,361,023 votes against, corresponding to 1.03% and 441,563 abstentions, corresponding to 0.13%.

6.10. Re-election of Ines Pöschel (as Member)

The Chair states that the General Meeting has re-elected Ines Pöschel as member of the Board of Directors for a term of office of one year extending until completion of the 2025 Annual General Meeting with 321,135,440 votes in favor, corresponding to 98.29%, 5,146,700 votes against, corresponding to 1.58% and 426,557 abstentions, corresponding to 0.13%.

6.11. Re-election of Dieter Spälti (as Member)

The Chair states that the General Meeting has re-elected Dieter Spälti as member of the Board of Directors for a term of office of one year extending until completion of the 2025 Annual General Meeting with 325,772,096 votes in favor, corresponding to 99.71%, 479,600 votes against, corresponding to 0.15% and 456,626 abstentions, corresponding to 0.14%.

On behalf of the Board of Directors, the Chair thanks the General Meeting for the confidence expressed in its members.

7. Re-elections of the Members of the Compensation Committee

The Board of Directors proposes that the current members of the Compensation Committee be re-elected for a term of office of one year extending until completion of the 2025 Annual General Meeting. Elections are held individually but in one run. All candidates have confirmed their acceptance of such re-election in advance.

The Chair opens the discussion on agenda item 7.

Being no shareholder question on agenda item 7, the Chair now moves to the votes.

7.1. Re-election of Thomas Glanzmann

The Chair states that the General Meeting has re-elected Thomas Glanzmann as member of the Compensation Committee for a term of office of one year extending until completion of the 2025 Annual General Meeting with 293,088,625 votes in favor, corresponding to 89.71%, 33,062,277 votes against, corresponding to 10.12% and 557,611 abstentions, corresponding to 0.17%.

7.2. Re-election of Scott Maw

The Chair states that the General Meeting has re-elected Scott Maw as member of the Compensation Committee for a term of office of one year extending until completion of the 2025 Annual General Meeting with 295,750,165 votes in favor, corresponding to 90.52%, 30,406,809 votes against, corresponding to 9.31% and 551,539 abstentions, corresponding to 0.17%.

7.3. Re-election of Karen May

The Chair states that the General Meeting has re-elected Karen May as member of the Compensation Committee for a term of office of one year extending until completion of the 2025 Annual General Meeting with 289,900,816 votes in favor, corresponding to 88.74%, 36,274,221 votes against, corresponding to 11.10% and 533,476 abstentions, corresponding to 0.16%.

7.4. Re-election of Ines Pöschel

The Chair states that the General Meeting has re-elected Ines Pöschel as member of the Compensation Committee for a term of office of one year extending until completion of the 2025 Annual General Meeting with 292,625,821 votes in favor, corresponding to 89.57%, 33,564,248 votes against, corresponding to 10.27% and 517,685 abstentions, corresponding to 0.16%.

8. Re-election of the independent representative

The Board of Directors proposes the re-election of Hartmann Dreyer, Attorneys-at-Law, P.O. Box 343, 1701 Fribourg, Switzerland, as independent representative for a term of office of one year extending until completion of the 2025 Annual General Meeting. Hartmann Dreyer has declared himself willing to perform the duties of the independent representative.

The Chair opens the discussion on agenda item 8.

Being no shareholder question on agenda item 8, the Chair now moves to the vote.

The Chair states that the General Meeting has re-elected Hartmann Dreyer, Attorneys-at-Law as independent representative for a term of office of one year extending until completion of the 2025 Annual General Meeting with 326,288,121 votes in favor, corresponding to 99.87%, 72,593 votes against, corresponding to 0.02% and 347,159 abstentions, corresponding to 0.11%.

9. Re-election of the statutory auditors

The Board of Directors proposes the re-election of PricewaterhouseCoopers SA, Geneva, as statutory auditors for the 2024 financial year. PricewaterhouseCoopers SA has declared itself willing to act as auditors for the financial year 2024.

The Chair opens the discussion on agenda item 9.

Being no shareholder question on agenda item 9, the Chair now moves to the vote.

The Chair states that the General Meeting has re-elected PricewaterhouseCoopers SA, Geneva, as statutory auditors for the 2024 financial year with 325,512,494 votes in favor, corresponding to 99.63%, 323,878 votes against, corresponding to 0.10% and 872,341 abstentions, corresponding to 0.27%.

After thanking the shareholders for the confidence that they have expressed in the Company, the Chair closes the Annual General Meeting at 10:37 a.m. CEST.

Ecublens, May 8, 2024



Michael Ball
Chair



Royce Bedward
Secretary