

**Minutes**

of the

**Annual General Meeting**

of

**Alcon Inc.**

held on

**Tuesday, May 6, 2025, 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: Ms. Lynn Bleil, Mr. Arthur Cummings, Mr. David Endicott, Mr. Thomas Glanzmann, Mr. Keith Grossman, Mr. Scott Maw, Ms. Karen May, Ms. 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.

Ms. Claudia Benz, licensed auditing expert and representative of Alcon's auditors, PricewaterhouseCoopers 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 Mr. Stephan Pulicani, Mr. Robert Kamfer and Mr. Alexander Morell 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 4, 2025.

The Chair mentions that the 2024 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 purpose 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 2024. An Alcon overview video is shown.

Mr. David Endicott, Alcon's CEO, takes the stage and provides his perspective on the year 2024.

Mr. Royce Bedward takes the stage and announces today's attendance, referring to the presentation showing that:

- a total of 61 shareholders are present in the hall today, which amounts to 332,704,408 registered shares with a total nominal value of CHF 13,308,176.32; out of which
- 332,688,271 registered shares with a total nominal value of CHF 13,307,530.84, 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 Chair 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 2024**

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 2024 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 331,703,153 votes in favor, corresponding to 99.70%, 96,663 votes against, corresponding to 0.03% and 904,759 abstentions, corresponding to 0.27%. 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 2024 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 328,694,210 votes in favor, corresponding to 99.04%, 1,787,160 votes against, corresponding to 0.54% and 1,407,270 abstentions, corresponding to 0.42%.

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, 2024**

The Chair refers the General Meeting to the Annual Report for the financial situation for 2024, which has already been discussed under agenda item number 1. The appropriation of earnings

proposed by the Board of Directors for 2024 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 0.28 per dividend-bearing share be declared, corresponding to a maximum total amount of CHF 139,916,000; 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 332,226,978 votes in favor, corresponding to 99.86%, 164,719 votes against, corresponding to 0.05% and 312,046 abstentions, corresponding to 0.09%. The Chair thanks the General Meeting.

#### **4. Consultative vote on the 2024 Report on Non-Financial Matters**

The Board of Directors proposes that the 2024 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 301,918,601 votes in favor, corresponding to 90.75%, 26,394,658 votes against, corresponding to 7.93% and 4,390,404 abstentions, corresponding to 1.32%. 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 2024 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 2025 Annual General Meeting until the 2026 Annual General Meeting; and

5.3: a binding vote on the maximum aggregate amount of compensation of the Executive Committee for the 2026 financial year.

The Chair refers to the Annual Report and to the Say-on-Pay Brochure for full details of the 2024 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 2024 Compensation Report**

The Board of Directors recommends that the 2024 Compensation Report be accepted (non-binding consultative vote).

The Chair states that the General Meeting has approved the 2024 Compensation Report with 289,214,111 votes in favor, corresponding to 86.93%, 41,350,283 votes against, corresponding to 12.43% and 2,139,843 abstentions, corresponding to 0.64%.

The Chair thanks the General Meeting for the confidence expressed by accepting the 2024 Compensation Report.

#### **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 2025 Annual General Meeting to the 2026 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 2024 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 2025 Annual General Meeting to the 2026 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 318,578,858 votes in favor, corresponding to 95.75%, 10,870,873 votes against, corresponding to 3.27% and 3,254,506 abstentions, corresponding to 0.98%.

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. 2026**

The Board of Directors proposes that shareholders approve the maximum aggregate amount of compensation of the Executive Committee for the 2026 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 302,932,302 votes in favor, corresponding to 91.05%, 26,361,823 votes against, corresponding to 7.92% and 3,410,112 abstentions, corresponding to 1.03%.

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 and Election 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.

Except for Raquel C. Bono, all current Board members offer themselves for re-election for a new period of office.

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 2026 Annual General Meeting: F. Michael Ball (as Member and Chair), Lynn D. Bleil (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).

Additionally, the Board of Directors proposes the election of Deborah Di Sanzo as member of the Board of Directors, effective as of September 1, 2025, and for a term of office extending from September 1, 2025, until completion of the 2026 Annual General Meeting.

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 2026 Annual General Meeting with 316,912,803 votes in favor, corresponding to 95.25%, 15,286,684 votes against, corresponding to 4.60% and 504,750 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 2026 Annual General Meeting with 331,960,809 votes in favor, corresponding to 99.78%, 357,150 votes against, corresponding to 0.11% and 386,188 abstentions, corresponding to 0.11%.

## **6.3. 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 2026 Annual General Meeting with 329,807,949 votes in favor, corresponding to 99.13%, 2,479,952 votes against, corresponding to 0.75% and 416,336 abstentions, corresponding to 0.12%.

## **6.4. 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 2026 Annual General Meeting with 310,422,917 votes in favor, corresponding to 93.30%, 21,873,945 votes against, corresponding to 6.58% and 407,375 abstentions, corresponding to 0.12%.

## **6.5. 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 2026 Annual General Meeting with 327,276,163 votes in favor, corresponding to 98.37%, 5,013,479 votes against, corresponding to 1.51% and 414,595 abstentions, corresponding to 0.12%.

## **6.6. 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 2026 Annual General Meeting with 313,253,962 votes in favor, corresponding to 94.16%, 17,540,988 votes against, corresponding to 5.27% and 1,909,287 abstentions, corresponding to 0.57%.

## **6.7. 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 2026 Annual General Meeting with 330,989,583 votes in favor, corresponding to 99.48%, 1,289,807 votes against, corresponding to 0.39% and 423,031 abstentions, corresponding to 0.13%.

## **6.8. 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 2026 Annual General Meeting with 330,873,506 votes in favor, corresponding to 99.45%, 1,446,635 votes against, corresponding to 0.43% and 382,280 abstentions, corresponding to 0.12%.

#### **6.9. 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 2026 Annual General Meeting with 326,884,959 votes in favor, corresponding to 98.25%, 5,438,819 votes against, corresponding to 1.64% and 378,603 abstentions, corresponding to 0.11%.

#### **6.10. 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 2026 Annual General Meeting with 331,299,032 votes in favor, corresponding to 99.58%, 1,000,760 votes against, corresponding to 0.30% and 403,384 abstentions, corresponding to 0.12%.

#### **6.11. Election of Deborah Di Sanzo (as Member)**

The Chair states that the General Meeting has elected Deborah Di Sanzo as member of the Board of Directors for a term of office extending from September 1, 2025, until completion of the 2026 Annual General Meeting with 331,916,409 votes in favor, corresponding to 99.77%, 376,219 votes against, corresponding to 0.11% and 410,451 abstentions, corresponding to 0.12%.

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 2026 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 2026 Annual General Meeting with 308,375,125 votes in favor, corresponding to 92.69%, 23,875,421 votes against, corresponding to 7.17% and 454,039 abstentions, corresponding to 0.14%.

#### **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 2026 Annual General Meeting with 311,334,100 votes in favor, corresponding to 93.58%, 20,911,566 votes against, corresponding to 6.28% and 458,919 abstentions, corresponding to 0.14%.

### **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 2026 Annual General Meeting with 303,437,767 votes in favor, corresponding to 91.20%, 28,841,207 votes against, corresponding to 8.67% and 424,771 abstentions, corresponding to 0.13%.

### **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 2026 Annual General Meeting with 308,316,735 votes in favor, corresponding to 92.67%, 23,975,905 votes against, corresponding to 7.21% and 411,945 abstentions, corresponding to 0.12%.

## **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 2026 Annual General Meeting. Hartmann Dreyer has declared itself 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 2026 Annual General Meeting with 332,256,866 votes in favor, corresponding to 99.87%, 104,767 votes against, corresponding to 0.03% and 342,404 abstentions, corresponding to 0.10%.

## **9. Re-election of the statutory auditors**

The Board of Directors proposes the re-election of PricewaterhouseCoopers SA, Geneva, as statutory auditors for the 2025 financial year. PricewaterhouseCoopers SA has declared itself willing to act as auditors for the financial year 2025.

The Chair opens the discussion on agenda item 9.

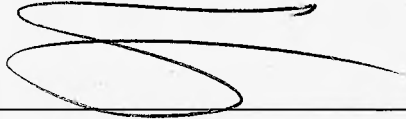
Being no shareholder question on agenda item 9, the Chair now moves to the vote.

The Chair states that the General Meeting has re-elected PricewaterhouseCoopers SA, Geneva, as statutory auditors for the 2025 financial year with 328,080,216 votes in favor, corresponding to 98.61%, 4,155,157 votes against, corresponding to 1.25% and 468,864 abstentions, corresponding to 0.14%.

After thanking the Executive Committee and all associates of Alcon on behalf of the Board of Directors, as well as the shareholders for the confidence that they have expressed in the Company, the Chair closes the Annual General Meeting at 10:35 a.m. CEST.

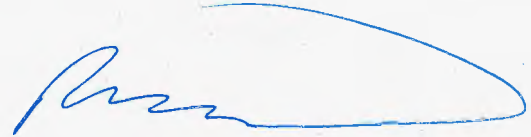
*[signature page follows]*

Ecublens, May 6, 2025



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**Michael Ball**  
Chair



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**Royce Bedward**  
Secretary