

**Minutes**

of the

**Annual General Meeting**

of

**Alcon Inc.**

held on

**Thursday, April 30, 2026, 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 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: Lynn Bleil, Arthur Cummings, Deborah Di Sanzo, David Endicott, Thomas Glanzmann, Keith Grossman, Karen May, Ines Pöschel and Dieter Spälti.

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

Royce Bedward is appointed as secretary of the meeting.

Claudia Benz, licensed auditing expert and representative of Alcon's auditors, PricewaterhouseCoopers SA, Geneva, is attending the meeting.

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

Finally, the Chair welcomes 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 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 2, 2026.

The Chair mentions that the 2025 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 2025. An Alcon overview video is shown.

David Endicott, Alcon's CEO, takes the stage and provides his perspective on the year 2025.

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

- a total of 72 shareholders are present in the hall today, which amounts to 283,222,421 registered shares with a total nominal value of CHF 11,328,896.84; out of which
- 283,155,899 registered shares with a total nominal value of CHF 11,326,235.96, are represented at today's Annual General Meeting by Damien-Raphaël Bossy, from Hartmann Dreyer, Attorneys-at-law, Alcon's independent representative.

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.

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.

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 2025**

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 2025 be approved, acknowledging the reports of the statutory auditors.

The Chair opens the discussion on agenda item 1.

Reinhard Neier, from Hauterive, asks how the Board of Directors sets its priorities given the diversity of Alcon's eye-care business. The Chair explains that Alcon remains focused on eye care as a specialist and prioritizes its activities based on the technical and financial opportunities in eye care.

Devendra Anandrao Wankhede, from Vevey, asks the Board of Directors for an update on the Unity platform and whether smart glasses are an opportunity or merely a trend. The Chair replies that Alcon is pleased with Unity and expects it to be a significant contributor to surgical sales over the next decade. The Chair also notes that the development of smart glasses is being monitored.

Walter Grob, from Bern, asks which Alcon products are available in Switzerland. The Chair explains that a wide range of Alcon products is available in Switzerland, including surgical equipment and consumables, intraocular lenses, contact lenses and certain eye drops.

There being no further questions 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 279,522,453 votes in favor, corresponding to 98.69%, 210,873 votes against, corresponding to 0.08% and 3,487,459 abstentions, corresponding to 1.23%. 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 2025 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 276,838,945 votes in favor, corresponding to 98.10%, 1,240,063 votes against, corresponding to 0.44% and 4,122,099 abstentions, corresponding to 1.46%.

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, 2025**

The Chair refers the General Meeting to the Annual Report for the financial situation for 2025, which has already been discussed under agenda item number 1. The appropriation of earnings proposed by the Board of Directors for 2025 is in the Annual General Meeting 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 281,351,984 votes in favor, corresponding to 99.34%, 211,836 votes against, corresponding to 0.07% and 1,658,191 abstentions, corresponding to 0.59%. The Chair thanks the General Meeting.

### **4. Consultative vote on the 2025 Report on Non-Financial Matters**

The Board of Directors proposes that the 2025 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 248,946,795 votes in favor, corresponding to 87.90%, 27,440,450 votes against, corresponding to 9.69% and 6,834,766 abstentions, corresponding to 2.41%. 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 2025 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 2026 Annual General Meeting until the 2027 Annual General Meeting; and

5.3: a binding vote on the maximum aggregate amount of compensation of the Executive Committee for the 2027 financial year.

The Chair refers to the Annual Report and to the Say-on-Pay Brochure for full details of the 2025 Compensation Report and of the remuneration paid to the members of the Board of Directors and to the 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 2025 Compensation Report**

The Board of Directors recommends that the 2025 Compensation Report be accepted (non-binding consultative vote).

The Chair states that the General Meeting has approved the 2025 Compensation Report with 234,111,176 votes in favor, corresponding to 82.66%, 46,123,583 votes against, corresponding to 16.29% and 2,987,036 abstentions, corresponding to 1.05%.

The Chair thanks the General Meeting for the confidence expressed by accepting the 2025 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 2026 Annual General Meeting to the 2027 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 2025 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 2026 Annual General Meeting to the 2027 Annual General Meeting in the amount of CHF 4,275,000.

The Chair states that the General Meeting has approved the proposal of the Board of Directors with 274,577,445 votes in favor, corresponding to 96.95%, 6,408,483 votes against, corresponding to 2.26% and 2,236,083 abstentions, corresponding to 0.79%.

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. 2027**

The Board of Directors proposes that shareholders approve the maximum aggregate amount of compensation of the Executive Committee for the 2027 financial year in the amount of CHF 47,100,000.

The Chair states that the General Meeting has approved the proposal of the Board of Directors with 251,211,242 votes in favor, corresponding to 88.70%, 29,719,416 votes against, corresponding to 10.49% and 2,291,137 abstentions, corresponding to 0.81%.

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 Scott Maw, all current Board members offer themselves for re-election for a new term 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 2027 Annual General Meeting: F. Michael Ball (as Member and Chair), Lynn D. Bleil (as Member), Arthur Cummings (as Member), Deborah Di Sanzo (as Member), David J. Endicott (as Member), Thomas Glanzmann (as Member), D. Keith Grossman (as Member), Karen May (as Member), Ines Pöschel (as Member), and Dieter Spälti (as Member).

Additionally, the Board of Directors proposes the election of R. Scott Herren as member of the Board of Directors, for a term of office of one year extending until completion of the 2027 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 2027 Annual General Meeting with 265,103,757 votes in favor, corresponding to 93.60%, 13,579,089 votes against, corresponding to 4.80% and 4,539,165 abstentions, corresponding to 1.60%.

**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 2027 Annual General Meeting with 280,980,067 votes in favor, corresponding to 99.21%, 391,868 votes against, corresponding to 0.14% and 1,850,076 abstentions, corresponding to 0.65%.

**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 2027 Annual General Meeting with 280,341,233 votes in favor, corresponding to 98.98%, 1,018,305 votes against, corresponding to 0.36% and 1,862,209 abstentions, corresponding to 0.66%.

**6.4. Re-election of Deborah Di Sanzo (as Member)**

The Chair states that the General Meeting has re-elected Deborah Di Sanzo as member of the Board of Directors for a term of office of one year extending until completion of the 2027 Annual General Meeting with 280,982,496 votes in favor, corresponding to 99.21%, 393,709 votes against, corresponding to 0.14% and 1,845,187 abstentions, corresponding to 0.65%.

**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 2027 Annual General Meeting with 259,305,616 votes in favor, corresponding to 91.56%, 22,014,049 votes against, corresponding to 7.77% and 1,901,827 abstentions, corresponding to 0.67%.

**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 2027 Annual General Meeting with 276,923,308 votes in favor, corresponding to 97.78%, 3,968,634 votes against, corresponding to 1.40% and 2,329,490 abstentions, corresponding to 0.82%.

**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 2027 Annual

General Meeting with 263,221,482 votes in favor, corresponding to 92.94%, 16,993,508 votes against, corresponding to 6.00% and 3,006,394 abstentions, corresponding to 1.06%.

**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 2027 Annual General Meeting with 279,854,750 votes in favor, corresponding to 98.81%, 1,450,831 votes against, corresponding to 0.51% and 1,915,791 abstentions, corresponding to 0.68%.

**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 2027 Annual General Meeting with 275,938,464 votes in favor, corresponding to 97.43%, 4,990,388 votes against, corresponding to 1.76% and 2,292,457 abstentions, corresponding to 0.81%.

**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 2027 Annual General Meeting with 280,911,375 votes in favor, corresponding to 99.20%, 432,777 votes against, corresponding to 0.15% and 1,837,499 abstentions, corresponding to 0.65%.

**6.11. Election of R. Scott Herren (as Member)**

The Chair states that the General Meeting has elected R. Scott Herren as member of the Board of Directors for a term of office of one year extending until completion of the 2027 Annual General Meeting with 280,781,193 votes in favor, corresponding to 99.15%, 506,312 votes against, corresponding to 0.18% and 1,894,146 abstentions, corresponding to 0.67%.

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, except for Scott Maw, be re-elected for a term of office of one year extending until completion of the 2027 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 2027 Annual General Meeting with 257,327,817 votes in favor, corresponding to 90.86%, 23,523,708 votes against, corresponding to 8.30% and 2,370,486 abstentions, corresponding to 0.84%.

### **7.2. 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 2027 Annual General Meeting with 253,028,362 votes in favor, corresponding to 89.34%, 28,280,684 votes against, corresponding to 9.98% and 1,912,965 abstentions, corresponding to 0.68%.

### **7.3. 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 2027 Annual General Meeting with 257,159,792 votes in favor, corresponding to 90.80%, 23,735,892 votes against, corresponding to 8.38% and 2,326,111 abstentions, corresponding to 0.82%.

## **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 2027 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 2027 Annual General Meeting with 281,367,472 votes in favor, corresponding to 99.34%, 71,374 votes against, corresponding to 0.03% and 1,783,165 abstentions, corresponding to 0.63%.

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

The Board of Directors proposes the re-election of PricewaterhouseCoopers SA, Geneva, as statutory auditors for the 2026 financial year. PricewaterhouseCoopers SA has declared itself willing to act as auditors for the financial year 2026.

The Chair opens the discussion on agenda item 9.

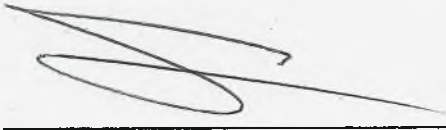
Being no shareholder question on agenda item 9, the Chair now moves to the vote.

The Chair states that the General Meeting has re-elected PricewaterhouseCoopers SA, Geneva, as statutory auditors for the 2026 financial year with 278,471,266 votes in favor, corresponding to 98.32%, 2,945,095 votes against, corresponding to 1.04% and 1,805,046 abstentions, corresponding to 0.64%.

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 10:44 a.m. CEST.

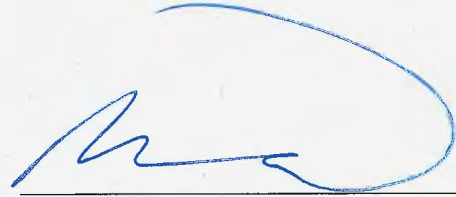
*[signature page follows]*

Ecublens, April 30, 2026



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**Michael Ball**  
Chair



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**Royce Bedward**  
Secretary