

Minutes

of the

2nd Annual General Meeting

of

Alcon Inc.

held on

Wednesday May 6, 2020, 10:00 a.m.

at

the registered offices of Alcon Inc., Rue Louis d'Affry 6, 1701 Fribourg, Switzerland

I. Introduction

In the absence of the chair and vice-chair of the Board of Directors, the meeting is presided by Ms. Ines Pöschel, member of the Board of Directors, in accordance with the resolution of the Board of Directors of March 28, 2020 and art. 13 para. 1 of the articles of incorporation of Alcon Inc. ("**Alcon**" or the "**Company**").

Due to the global outbreak of coronavirus, the Swiss Federal Council has classified the current situation in Switzerland as an exceptional situation and has accordingly issued measures in its Ordinance on Measures to Combat the Coronavirus (COVID-19) (**COVID-19 Ordinance 2**), as amended. Among others, the Swiss Federal Council has banned all public and private events in Switzerland and empowered companies to allow shareholders to exercise their rights at the general meeting exclusively by means of instructions to the independent representative.

The Board of Directors resolved on March 28, 2020 to rely on the measures provided for in the COVID-19 Ordinance 2 and, accordingly, has ordered that (i) shareholders are not permitted to attend today's Annual General Meeting in person and (ii) all shares entitled to vote shall be represented by the independent representative exclusively.

In light of the current circumstances, the Presider has ordered that today's Annual General Meeting takes place at the office of the Company in Fribourg.

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

Mr. Mike Foley, licensed auditing expert and representative of Alcon's auditors, PricewaterhouseCoopers SA, Geneva, is attending the meeting through video conference.

The Presider informs that, due to the outbreak of coronavirus and the travel bans in various jurisdictions, the other members of the Board of Directors did not travel to Fribourg.

The invitation to today's 2nd Annual General Meeting was sent to registered shareholders and was published in the Swiss Official Gazette of Commerce on April 2, 2020, as amended on April 7, 2020 with respect to item 3 (*Appropriation of earnings as per the balance sheet of Alcon Inc. of December 31, 2019*) based on the decision of the Board of Directors of April 6, 2020 and the related letter to the shareholders.

The 2019 Annual Report with consolidated financial statements, annual financial statements, remuneration report and the reports of the statutory auditors have been available for inspection at the headquarters of Alcon in Fribourg since February 25, 2020. These documents could also be ordered by shareholders and are available electronically.

Today's Annual General Meeting has therefore been convened in due form and time. The General Meeting can decide on all matters on the agenda. The shareholders did not request any further items to be added to the agenda.

Mr. Jean-Baptiste Emery, Fribourg, is appointed as secretary and vote counter.

A total of 346'070'177 shares with a nominal value of CHF 0.04 each, representing an aggregate nominal value of CHF 13'842'807.10 and 70.76% of the shares entitled to vote, are represented at today's Annual General Meeting, all of them being represented by Hartmann Dreyer, attorneys-at-law, Alcon's independent representative.

II. Agenda

1. Approval of the operating and financial review of Alcon Inc., the annual financial statements of Alcon Inc. and the consolidated financial statements for 2019

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 2019 be approved, acknowledging the reports of the statutory auditors.

The auditors recommend that the General Meeting approve the operating and financial review of Alcon Inc., the annual financial statements of Alcon Inc. and the consolidated financial statements for 2019.

The Presider states that the General Meeting has approved the proposal of the Board of Directors with 345'393'746 votes in favor, corresponding to 99.80%, 342'161 votes against, corresponding to 0.10% and 334'270 abstentions, corresponding to 0.10%.

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 2019 financial year.

Members of the Board of Directors and Executive Committee are not authorized to participate in the vote on the discharge with their own shares or shares represented by the independent representative. These shares are deemed not represented for the purposes of this agenda item.

The Presider states that the General Meeting has approved the proposal of the Board of Directors with 342'948'848 votes in favor, corresponding to 99.17%, 1'516'205 votes against, corresponding to 0.44% and 1'353'378 abstentions, corresponding to 0.39%.

3. Appropriation of earnings as per the balance sheet of Alcon Inc. of December 31, 2019

In light of the current market conditions and economic uncertainties linked to the global coronavirus outbreak, the Board of Directors announced on April 7, 2020 that it adjusted its proposal with regard to the appropriation of earnings as follows:

- out of the earnings available to the Annual General Meeting, an amount of CHF 9,784,000 be allocated to the general reserve, and
- the remaining amount of available earnings, after allocation to the general reserve, be carried forward.

The Presider states that the General Meeting has approved the proposal of the Board of Directors with 345'160'786 votes in favor, corresponding to 99.74%, 606'220 votes against, corresponding to 0.18% and 303'171 abstentions, corresponding to 0.09%.

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

4.1. Consultative vote on the 2019 Compensation Report

The Board of Directors proposes that the 2019 Compensation Report be accepted (non-binding consultative vote).

The Presider states that the General Meeting has approved the proposal of the Board of Directors with 316'349'819 votes in favor, corresponding to 91.41%, 29'042'858 votes against, corresponding to 8.39% and 677'500 abstentions, corresponding to 0.20%.

4.2. Binding vote on the maximum aggregate amount of compensation of the Board of Directors for the next term of office, i.e. from the 2020 Annual General Meeting to the 2021 Annual General Meeting

The Board of Directors proposes that shareholders approve the maximum aggregate amount of compensation of the Board of Directors covering the period from the 2020 Annual General Meeting to the 2021 Annual General Meeting in the amount of CHF 3,320,000.

The Presider states that the General Meeting has approved the proposal of the Board of Directors with 337'608'483 votes in favor, corresponding to 97.55%, 7'577'184 votes against, corresponding to 2.19% and 884'510 abstentions, corresponding to 0.26%.

4.3. Binding vote on the maximum aggregate amount of compensation of the Executive Committee for the following financial year, i.e. 2021

The Board of Directors proposes that shareholders approve the maximum aggregate amount of compensation of the Executive Committee for the 2021 financial year in the amount of CHF 35,300,000.

The Presider states that the General Meeting has approved the proposal of the Board of Directors with 323'969'220 votes in favor, corresponding to 93.61%, 21'208'561 votes against, corresponding to 6.13% and 892'396 abstentions, corresponding to 0.26%.

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

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 2021 Annual General Meeting: F. Michael Ball (as Member and Chair), Lynn D. Bleil (as Member), Arthur Cummings, M.D. (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, Ph.D. (as Member). Elections are held individually. All candidates have confirmed their acceptance of such re-election in advance.

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

The Presider states that the General Meeting has re-elected F. Michael Ball as member and Chair of the Board of Directors with 330'864'126 votes in favor, corresponding to 95.61%, 14'911'792 votes against, corresponding to 4.31% and 294'259 abstentions, corresponding to 0.09%.

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

The Presider states that the General Meeting has re-elected Lynn D. Bleil as member of the Board of Directors with 344'644'917 votes in favor, corresponding to 99.59%, 1'131'308 votes against, corresponding to 0.33% and 293'952 abstentions, corresponding to 0.08%.

5.3. Re-election of Arthur Cummings, M.D. (as Member)

The Presider states that the General Meeting has re-elected Arthur Cummings, M.D., as member of the Board of Directors with 335'942'977 votes in favor, corresponding to 97.07%, 2'664'243 votes against, corresponding to 0.77% and 7'462'957 abstentions, corresponding to 2.16%.

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

The Presider states that the General Meeting has re-elected David J. Endicott as member of the Board of Directors with 333'013'613 votes in favor, corresponding to 96.23%, 12'765'880 votes against, corresponding to 3.69% and 290'684 abstentions, corresponding to 0.08%.

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

The Presider states that the General Meeting has re-elected Thomas Glanzmann as member of the Board of Directors with 343'308'253 votes in favor, corresponding to 99.20%, 2'479'163 votes against, corresponding to 0.72% and 282'761 abstentions, corresponding to 0.08%.

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

The Presider states that the General Meeting has re-elected D. Keith Grossman as member of the Board of Directors with 296'106'793 votes in favor, corresponding to 85.56%, 49'673'895 votes against, corresponding to 14.35% and 289'489 abstentions, corresponding to 0.08%.

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

The Presider states that the General Meeting has re-elected Scott Maw as member of the Board of Directors with 343'623'552 votes in favor, corresponding to 99.29%, 2'149'527 votes against, corresponding to 0.62% and 297'098 abstentions, corresponding to 0.09%.

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

The Presider states that the General Meeting has re-elected Karen May as member of the Board of Directors with 345'155'140 votes in favor, corresponding to 99.74%, 636'979 votes against, corresponding to 0.18% and 278'058 abstentions, corresponding to 0.08%.

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

The Presider states that the General Meeting has re-elected Ines Pöschel as member of the Board of Directors with 345'195'001 votes in favor, corresponding to 99.75%, 594'891 votes against, corresponding to 0.17% and 280'285 abstentions, corresponding to 0.08%.

5.10. Re-election of Dieter Spälti, Ph.D. (as Member)

The Presider states that the General Meeting has re-elected Dieter Spälti, Ph.D. as member of the Board of Directors with 343'451'352 votes in favor, corresponding to 99.24%, 2'328'882 votes against, corresponding to 0.67% and 289'943 abstentions, corresponding to 0.08%.

6. Re-elections of the members of the Compensation Committee

The Board of Directors proposes that the current members of the Compensation, Governance and Nomination Committee be re-elected to form the newly created Compensation Committee for a term of office of one year extending until completion of the 2021 Annual General Meeting. Elections are held individually. All candidates have confirmed their acceptance of such re-election in advance.

6.1. Re-election of Thomas Glanzmann

The Presider states that the General Meeting has re-elected Thomas Glanzmann as member of the Compensation Committee with 342'774'023 votes in favor, corresponding to 99.05%, 2'979'849 votes against, corresponding to 0.86% and 316'305 abstentions, corresponding to 0.09%.

6.2. Re-election of D. Keith Grossman

The Presider states that the General Meeting has re-elected D. Keith Grossman as member of the Compensation Committee with 306'830'606 votes in favor, corresponding to 88.66%, 38'912'621 votes against, corresponding to 11.24% and 326'950 abstentions, corresponding to 0.09%.

6.3. Re-election of Karen May

The Presider states that the General Meeting has re-elected Karen May as member of the Compensation Committee with 344'589'893 votes in favor, corresponding to 99.57%, 1'162'322 votes against, corresponding to 0.34% and 317'962 abstentions, corresponding to 0.09%.

6.4. Re-election of Ines Pöschel

The Presider states that the General Meeting has re-elected Ines Pöschel as member of the Compensation Committee with 344'638'531 votes in favor, corresponding to 99.59%, 1'115'917 votes against, corresponding to 0.32% and 315'729 abstentions, corresponding to 0.09%.

7. Re-election of the independent representative

The Board of Directors proposes the re-election of Hartmann Dreyer Attorneys-at-Law, P.O. Box 736, 1701 Fribourg, Switzerland, as independent representative for a term of office of one year extending until completion of the 2021 Annual General Meeting.

The Presider states that the General Meeting has re-elected Hartmann Dreyer Attorneys-at-Law as independent representative with 343'966'952 votes in favor, corresponding to 99.39%, 1'958'365 votes against, corresponding to 0.57% and 144'860 abstentions, corresponding to 0.04%.

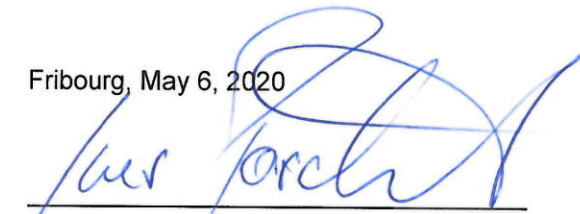
8. Re-election of the statutory auditors

The Board of Directors proposes the re-election of PricewaterhouseCoopers SA, Geneva, as statutory auditors for the 2020 financial year.

The Presider states that the General Meeting has re-elected PricewaterhouseCoopers SA, Geneva, as statutory auditors, with 345'508'898 votes in favor, corresponding to 99.84%, 416'519 votes against, corresponding to 0.12% and 144'760 abstentions, corresponding to 0.04%.

The Presider closes the Annual General Meeting at 10.25 a.m.

Fribourg, May 6, 2020



Ines Pöschel
Presider



Jean-Baptiste Emery
Secretary