Alcon
SEE BRILLIANTLY

Minutes

of the

3rd Annual General Meeting

of

Alcon Inc.

held on

Wednesday April 28, 2021, 11:00 a.m. CEST

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 9, 2021 and art. 13 para. 1 of the articles of incorporation of Alcon Inc. ("Alcon").

Due to the continuing exceptional circumstances resulting from the coronavirus (COVID-19) pandemic, and in accordance with the Ordinance of the Swiss Federal Council regarding measures on combating the COVID-19, as amended on April 2, 2021, (COVID-19 Ordinance 3), today's Annual General Meeting is held without the personal attendance of shareholders.

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, Pricewaterhouse-Coopers SA, Geneva, is attending the meeting through video conference.

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

The invitation to today's 3rd Annual General Meeting was sent to registered shareholders and published in the Swiss Official Gazette of Commerce on March 25, 2021.

The 2020 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 registered office of Alcon in Fribourg since February 24, 2021. 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 item to be added to the agenda.

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

A total of 347'227'434 shares with a nominal value of CHF 0.04 each, representing an aggregate nominal value of CHF 13'889'097.40 and 70.87% 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, in accordance with COVID-19 Ordinance 3.

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 2020

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 2020 be approved, acknowledging the reports of the statutory auditors.

The auditors recommend that shareholders approve the operating and financial review of Alcon Inc., the annual financial statements of Alcon Inc. and the consolidated financial statements for 2020.

The Presider states that the General Meeting has approved the proposal of the Board of Directors with 346'512'070 votes in favor, corresponding to 99.79%, 164'611 votes against, corresponding to 0.05% and 550'753 abstentions, corresponding to 0.16%.

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 2020 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 independent representative. These shares are deemed not to be 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 343'835'464 votes in favor, corresponding to 99.08%, 1'297'527 votes against, corresponding to 0.37% and 1'880'338 abstentions, corresponding to 0.54%.

3. Appropriation of earnings and declaration of dividend as per the balance sheet of Alcon Inc. of December 31, 2020

The Board of Directors proposes that:

- out of the earnings available to the Annual General Meeting, a gross dividend of CHF 0.10 per dividend-bearing share be declared, while shares held by the Alcon Group will not be entitled to a dividend payment;
- out of the remaining amount of available earnings, after appropriation of the proposed dividend, an amount of CHF 160,000 be allocated to the general reserve; and
- the remaining amount of available earnings, after appropriation of the proposed dividend and 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 346'818'323 votes in favor, corresponding to 99.88%, 181'410 votes against, corresponding to 0.05% and 227'701 abstentions, corresponding to 0.07%.

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

4.1. Consultative vote on the 2020 Compensation Report

The Board of Directors recommends that the 2020 Compensation Report be accepted (non-binding consultative vote).

The Presider states that the General Meeting has rejected the recommendation of the Board of Directors with 151'361'896 votes in favor, corresponding to 43.59%, 194'963'883 votes against, corresponding to 56.15% and 901'655 abstentions, corresponding to 0.26%.

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 2021 Annual General Meeting to the 2022 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 2021 Annual General Meeting to the 2022 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 332'139'351 votes in favor, corresponding to 95.65%, 14'185'946 votes against, corresponding to 4.09% and 902'137 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. 2022

The Board of Directors proposes that shareholders approve the maximum aggregate amount of compensation of the Executive Committee for the 2022 financial year in the amount of CHF 38,400,000.

The Presider states that the General Meeting has approved the proposal of the Board of Directors with 305'559'757 votes in favor, corresponding to 88.00%, 40'911'224 votes against, corresponding to 11.78% and 756'453 abstentions, corresponding to 0.22%.

5. Re-election 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 2022 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). 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 for a one-year term of office with 326'472'059 votes in favor, corresponding to 94.02%, 19'372'706 votes against, corresponding to 5.58% and 1'382'669 abstentions, corresponding to 0.40%.

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 for a one-year term of office with 345'813'205 votes in favor, corresponding to 99.59%, 1'163'078 votes against, corresponding to 0.33% and 251'151 abstentions, corresponding to 0.07%.

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

The Presider states that the General Meeting has re-elected Arthur Cummings as member of the Board of Directors for a one-year term of office with 337'355'257 votes in favor, corresponding to 97.16%, 2'257'196 votes against, corresponding to 0.65% and 7'614'981 abstentions, corresponding to 2.19%.

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 for a one-year term of office with 323'551'996 votes in favor, corresponding to 93.18%, 23'301'613 votes against, corresponding to 6.71% and 373'825 abstentions, corresponding to 0.11%.

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 for a one-year term of office with 342'372'888 votes in favor, corresponding to 98.60%, 4'593'084 votes against, corresponding to 1.32% and 261'462 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 for a one-year term of office with 180'041'496 votes in favor, corresponding to 51.85%, 166'880'369 votes against, corresponding to 48.06% and 305'569 abstentions, corresponding to 0.09%.

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 for a one-year term of office with 340'617'909 votes in favor, corresponding to 98.10%, 6'328'892 votes against, corresponding to 1.82% and 280'633 abstentions, corresponding to 0.08%.

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 for a one-year term of office with 344'076'556 votes in favor, corresponding to 99.09%, 2'904'793 votes against, corresponding to 0.84% and 246'085 abstentions, corresponding to 0.07%.

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 for a one-year term of office with 344'076'201 votes in favor, corresponding to 99.09%, 2'915'867 votes against, corresponding to 0.84% and 235'366 abstentions, corresponding to 0.07%.

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

The Presider states that the General Meeting has re-elected Dieter Spälti as member of the Board of Directors for a one-year term of office with 344'837'717 votes in favor, corresponding to 99.31%, 2'126'526 votes against, corresponding to 0.61% and 263'191 abstentions, corresponding to 0.08%.

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

The Presider informs the General Meeting that D. Keith Grossman has withdrawn his candidacy and therefore will not stand for re-election to the Compensation Committee. Accordingly, agenda item 6.2 is withdrawn and the vote thereon is obsolete. The Board of Directors proposes that the other current members of the Compensation Committee be re-elected for a term of office of one year extending until completion of the 2022 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 for a one-year term of office with 309'084'407 votes in favor, corresponding to 89.01%, 37'862'006 votes against, corresponding to 10.90% and 281'021 abstentions, corresponding to 0.08%.

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 for a one-year term of office with 309'125'384 votes in favor, corresponding to 89.03%, 37'830'062 votes against, corresponding to 10.89% and 271'988 abstentions, corresponding to 0.08%.

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 for a one-year term of office with 308'958'502 votes in favor, corresponding to 88.98%, 37'840'808 votes against, corresponding to 10.90% and 428'124 abstentions, corresponding to 0.12%.

7. 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 2022 Annual General Meeting.

The Presider 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 2022 Annual General Meeting with 346'921'870 votes in favor, corresponding to 99.91%, 141'501 votes against, corresponding to 0.04% and 164'063 abstentions, corresponding to 0.05%.

8. Re-election of the statutory auditors

The Board of Directors proposes the re-election of PricewaterhouseCoopers SA, Geneva, as statutory auditors for the 2021 financial year.

The Presider states that the General Meeting has re-elected PricewaterhouseCoopers SA, Geneva, as statutory auditors for the 2021 financial year with 346'898'606 votes in favor, corresponding to 99.91%, 157'054 votes against, corresponding to 0.05% and 171'774 abstentions, corresponding to 0.05%.

The Presider closes the Annual General Meeting at 11:20 am CEST.

Fribourg, April 28, 2021

Ines Pöschel
Presider

Jean-Baptiste Emery
Secretary