



Invitation to the
Annual General Meeting of Alcon, Inc.

Tuesday, May 3, 2005, 2:00 p.m. (doors open at 1:00 p.m.)
Congress Center Metalli at the Parkhotel Zug, CH-6304 Zug, Switzerland

Agenda Items:

Item 1
Approval of the 2004 Annual Report and Accounts of Alcon, Inc. and the 2004 Consolidated Financial Statements of Alcon, Inc. and Subsidiaries

Proposal of the Board of Directors
The Board of Directors proposes that the 2004 Annual Report and Accounts of Alcon, Inc. and the 2004 Consolidated Financial Statements of Alcon, Inc. and Subsidiaries be approved.

Item 2
Appropriation of Available Earnings and Proposed Dividend to Shareholders for the Financial Year 2004

Proposal of the Board of Directors
The Board of Directors proposes that Alcon, Inc. earnings be appropriated, and a dividend be paid to shareholders, as follows:

Profit carried forward from the financial year 2003	CHF	927,045,080
Profit for the financial year 2004 as per the income statement	CHF	796,303,399
Allocation to Dividends: CHF 1.18 per share	CHF	370,607,024
Balance to be carried forward	CHF	1,352,741,455

The CHF 370,607,024 allocated to dividends above includes CHF 10,121,569 representing the net additional dividends that would be payable if all vested option rights were exercised in 2005 prior to the record date for the dividend payment after giving effect to Alcon, Inc. share repurchases through February 15, 2005. The dividends on those shares for which the option rights are not exercised by the record date for the dividend payment and on any shares acquired by Alcon, Inc. and subsidiaries in 2005 and held in Treasury on the record date will be transferred to retained earnings.

Item 3
Discharge of the Members of the Board of Directors

Proposal of the Board of Directors
The Board of Directors proposes that discharge be granted to the members of the Board of Directors for the financial year 2004.

Item 4
Elections to the Board of Directors

Proposal of the Board of Directors
The Board of Directors proposes that Thomas G. Plaskett be re-elected to the Board of Directors for a three-year term of office, that Dr. Wolfgang H. Reichenberger be re-elected to the Board of Directors for a three-year term of office and that Cary Rayment be elected to the Board of Directors for a three-year term of office.

Item 5
Election of Group and Parent Company Auditors

Proposal of the Board of Directors
The Board of Directors proposes that KPMG Klynveld Peat Marwick Goerdeler SA, Zurich (KPMG SA), be re-elected as Group and Parent Company Auditors for a one-year term of office.

Item 6
Election of the Special Auditors

Proposal of the Board of Directors
The Board of Directors proposes that Zensor Revisions AG, Zug, be re-elected as Special Auditors for a one-year term of office.

Organizational Matters

Admission cards/Voting material

Shareholders who are registered in the share register on **March 24, 2005**, will receive the proxy and admission form (including the voting material) directly from the share registrar of the Company. Beneficial owners of shares will receive an instruction form from their broker or custodian to indicate how they wish their shares to be voted. Beneficial owners who wish to attend the shareholders' meeting in person are requested to obtain a power of attorney from their broker or other custodian that authorizes them to vote the shares held for them by the broker or custodian, and to request an admission card using the power of attorney.

Beneficial owners of shares and shareholders registered in the share register as of **March 24, 2005**, are entitled to vote and may participate in the shareholders' meeting unless they sell their shares before the shareholders' meeting takes place. Each share carries one vote.

Persons who have **acquired** shares after March 24, 2005, but on or before **April 13, 2005**, will receive the proxy and admission form (including the voting material) shortly before the meeting. Shareholders who have acquired shares after that date may not attend the annual general meeting of Alcon, Inc. Shareholders who have sold their shares before the meeting date are not entitled to vote or participate in the meeting.

Granting of powers of attorney

Registered shareholders who are unable to participate in the shareholders' meeting may appoint as a representative another shareholder, a third party, their bank or a corporate proxy holder. Ms. Andrea Hodel, Attorney-at-Law, Industriestrasse 13c, CH-6304 Zug, Switzerland, is also available as an independent representative, with full rights of substitution, in the sense of article 689c of the Swiss Code of Obligations.

The power of attorney on the application form has to be filled in accordingly, signed and returned to the address indicated below or to the independent representative arriving at the latest on April 27, 2005. Powers of attorney are revocable, but Alcon, Inc. will treat any power of attorney as being valid unless the revocation has been sent in writing to Alcon, Inc. at the address referred to below.

Alcon, Inc.
c/o The Bank of New York
P.O. Box 11281
New York, NY 10203-0281

Registered shareholders who have appointed Alcon, Inc. or the independent representative as a proxy may not attend the meeting in person or send a proxy of their choice to the meeting.

With regard to the items listed on the agenda and without any explicit instructions to the contrary, the corporate proxy holder and independent representative will vote according to the proposals of the Board of Directors. If new proposals (other than those on the agenda) are being put forth before the meeting, the corporate proxy holder will vote in accordance with the position of the Board of Directors and the independent representative will abstain from voting regarding new proposals. Shareholders who sign and return their power of attorney without indicating a representative will be represented by the corporate proxy holder.

Beneficial owners who have not obtained a power of attorney from their broker or custodian are not entitled to attend or participate in the meeting.

Proxy holders of deposited shares

Proxy holders of deposited shares in accordance with article 689d of the Swiss Code of Obligations are kindly asked to inform the Company of the number of the shares they represent as soon as possible, but no later than May 3, 2005, 1:00 p.m. at the admission office.

Admission office

The admission office opens on the day of the shareholders' meeting at 1:00 p.m. Shareholders are kindly asked to present their admission cards at the entrance.

Annual Report of Alcon, Inc.

The 2004 Annual Report and Accounts of Alcon, Inc., the holding company of the Alcon group of companies, and the 2004 Consolidated Financial Statements of Alcon, Inc. and Subsidiaries are included in the Alcon, Inc. Annual Report that has been distributed to all shareholders of record as of March 24, 2005. Additional copies of the Annual Report as well as the Auditor's Report can be obtained free of charge at the Alcon, Inc. registered office.

April 7, 2005	On behalf of the Board of Directors
	Tim Sear
	Chairman