



Category: Notifications issued to company members

Sub-category: Invitation to the General Meeting

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Invitation to the ordinary general meeting Alcon AG

Organisation concerned:

Alcon AG
CHE-234.781.164
Rue Louis-d'Affry 6
1701 Fribourg

General meeting details:

05.05.2023, 09:30 Uhr, SwissTech Convention Center (STCC)
Rue Louis Favre 2
1024 Ecublens
Switzerland
(doors open at 08:30 a.m. CEST)

Invitation/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 2022
2. Discharge of the members of the Board of Directors and the members of the Executive Committee
3. Appropriation of earnings and declaration of dividend as per the balance sheet of Alcon Inc. of December 31, 2022
4. Votes on the compensation of the Board of Directors and of the Executive Committee
 - 4.1 Consultative vote on the 2022 Compensation Report
 - 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 2023 Annual General Meeting to the 2024 Annual General Meeting
 - 4.3 Binding vote on the maximum aggregate amount of compensation of the Executive Committee for the following financial year, i.e. 2024

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

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

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

5.3 Re-election of Raquel C. Bono (as Member)

5.4 Re-election of Arthur Cummings (as Member)

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

5.6 Re-election of Thomas Glanzmann (as Member)

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

5.8 Re-election of Scott Maw (as Member)

5.9 Re-election of Karen May (as Member)

5.10 Re-election of Ines Pöschel (as Member)

5.11 Re-election of Dieter Spälti (as Member)

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

6.1 Re-election of Thomas Glanzmann

6.2 Re-election of Scott Maw

6.3 Re-election of Karen May

6.4 Re-election of Ines Pöschel

7. Re-election of the independent representative

8. Re-election of the statutory auditors

9. Amendments to the Articles of Incorporation

9.1 Deletion of the current Article 4a and introduction of a capital range (new Article 4a)

9.2 Introduction of a conditional share capital (new Article 4b)

9.3 Share capital (Article 4 and new Article 4c)

9.4 Shareholders matters (Article 9, Article 10 paragraph 2, Article 11 paragraph 1, Article 12, Article 17, Article 18 and Article 38)

9.5 Board of Directors and related topics (Article 22 and Article 24 paragraph 1)

9.6 Compensation and related topics (Article 29 paragraph 4, Article 30, Article 33 and Article 34 paragraph 3 and paragraph 4)

Fribourg, March 30, 2023

Alcon Inc.

Board of Directors

2023

Annual General Meeting

Shareholder Information
on Compensation Proposals



**Say
-on-
Pay**

Alcon

Dear Shareholder,

This brochure provides you with information regarding our compensation-related proposals submitted to the 2023 Annual General Meeting ("AGM") and confirms our commitment towards a transparent Say-on-Pay approach.

The Compensation Committee ("CC") and the Board of Directors ("Board") are committed to a pay-for-performance framework to align company and executive performance with shareholder interests. This is why we have a pay structure for the Executive Committee of Alcon ("ECA") that is heavily-weighted in favor of performance-based elements.

We benchmark ECA compensation against a carefully selected peer group of European and North American companies with similar characteristics of size, industry, business mix and global footprint. Although Alcon is headquartered in Switzerland, a significant portion of our sales, management team and associate population are in the US. The US is the largest pool for both medical device and ophthalmology talent, and it is therefore critical that Alcon is able to attract and retain key talent from the US. As a result, our CC has selected a blended peer group of European and North American companies (42% European and 58% North American) to balance the European compensation structure with a need to attract and retain US talent. While no increase was requested to 2023 budget compared to 2022 budget, the Board is proposing an increase to the 2024 budget to allow flexibility to align our executive compensation closer to the range of the peer group median.

Regarding the Board's compensation, their framework and fee structure have remained unchanged since the spin-off in 2019. The Board is proposing a budget increase for the upcoming term of office. The proposal contemplates an increase to the overall Board fee, the Board Chair fee and committee membership fees to better align Alcon's Board compensation to other Swiss Market Index ("SMI") companies.

On behalf of the Board and the members of the CC, we thank you for your continued trust in Alcon. We are grateful for your participation in this year's AGM.

Sincerely,



A stylized, handwritten signature in black ink.

F. Michael Ball
*Chair of the
Board of Directors*



A stylized, handwritten signature in black ink.

Karen May
*Chair of the
Compensation Committee*



In line with Swiss regulations and our Articles of Incorporation, we are asking you to cast the following three votes:

Agenda item 4.1

Consultative vote on the 2022 Compensation Report

The Board of Directors proposes that the 2022 Compensation Report, included in the 2022 Annual Report, be accepted (non-binding consultative vote).

Agenda item 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 2023 AGM to the 2024 AGM

The Board of Directors proposes that shareholders approve the maximum aggregate amount of compensation of the Board of Directors covering the period from the 2023 AGM to the 2024 AGM in the amount of CHF 3,900,000.

Agenda item 4.3

Binding vote on the maximum aggregate amount of compensation of the ECA for the 2024 financial year

The Board of Directors proposes that shareholders approve the maximum aggregate amount of compensation of the ECA for the 2024 financial year in the amount of CHF 41,900,000.

4.1 Consultative vote on the 2022 Compensation Report

The Board of Directors proposes that the 2022 Compensation Report, included in the 2022 Annual Report, be accepted (non-binding consultative vote).

At our 2022 Annual General Meeting (“AGM”), our 2021 Compensation Report received strong support from 87% of the votes cast. While we are encouraged to receive strong shareholder support, we continued our efforts to engage with and gather feedback from our shareholders during 2022 regarding our executive compensation programs to have a two way dialogue and better understand their perspectives.

Our engagement team included our Board Chair, our Chief Human Resources Officer, General Counsel, Head of Investor Relations and Head of Sustainability. We heard directly from investors on a range of important topics tied to the executive compensation programs as well as broader ESG matters. Our shareholders were appreciative of the enhancements made to our 2021 short-term incentive payout disclosure, particularly the increased transparency of the ECA individual performance goals including ESG objectives. We will leverage the feedback from our shareholder outreach to further enhance our Compensation Report.

The 2022 Compensation Report, included on pages 78-107 of Alcon’s 2022 Annual Report, provides detailed information regarding compensation awarded to the members of the ECA and the Board in the 2022 financial year. It also sets out Alcon’s compensation framework and philosophy. Alcon’s 2022 Annual Report is available in electronic form on our website at the following address: [https:// investor.alcon.com/financials/annual-reports/default.aspx](https://investor.alcon.com/financials/annual-reports/default.aspx).

ECA Compensation 2022

For 2022, the compensation program consisted of a balanced set of fixed and variable elements rewarding short-term and long-term performance through the delivery of cash payments and equity awards. Performance goals were aligned to the strategic plan in a mix of absolute and relative measures including financial and non-financial metrics. The current compensation program remains well suited to effectively align pay and performance. At a glance, the ECA compensation includes:

	Annual Base Salary	Short-Term Incentive (STI)	Long-Term Incentives (LTI)	Benefits
Purpose	In line with global pay practices, reflects responsibilities, experience and skills	Rewards annual performance against key objectives	Rewards long-term performance in line with Alcon's strategy and business priorities	Retirement savings and insurance in line with local market practices and benefits associated with global mobility and international relocation
Payment	Cash	Cash	Equity (Performance Stock Units)	Cash or in-kind, contributions to retirement savings and insurance policies
Performance period	—	One year	Three-year cliff vesting	—
Performance measures	—	Three financial performance measures and an individual performance factor	Four equally weighted performance measures including financial, relative and innovation metrics	—
Payout range	—	0%-200% of the individual target award	0%-200% of the number of Performance Stock Units granted	—
Basis	Fixed	Variable	Variable	Fixed in proportion of pay

Board compensation 2022

The components of our Board compensation are consistent with other SMI companies providing cash retainer and full value shares. To maintain the independence and integrity of our Board, we do not pay any performance-based compensation to the members of our Board. At a glance, the Board fees include:

	Base fee ¹	Additional fee ¹	Payment in cash ²	Payment in shares
Board Chair	Chair fee	Not entitled to additional fee	50% of the Chair fee	50% of the Chair fee
Board member	Member fee	For roles in Committees as Chair and/or member ³ , and/or as Vice Chair of the Board	50% of the base and additional fees	50% of the base and additional fees

¹ Earned from AGM 2022 to AGM 2023.

² Board members may also elect to receive all or part of the cash fee in shares.

³ Audit and Risk Committee, Compensation Committee, Governance and Nomination Committee, and Innovation Committee.

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 2023 AGM to the 2024 AGM

The Board of Directors proposes that shareholders approve the maximum aggregate amount of compensation of the Board of Directors covering the period from the 2023 AGM to the 2024 AGM in the amount of CHF 3,900,000.

For the term 2023 AGM to the 2024 AGM, Alcon's Board will be comprised of 11 members, similar to the previous year.

The fixed compensation of non-executive Board members is comprised of a base fee for Board membership and additional fees for roles on Board committees. Board membership fees, as well as additional fees as Chair or member of committees and/or for specific roles such as Vice-Chair of the Board, are paid on a per-term basis in installments. Board members receive a minimum of 50% of their compensation in the form of Alcon shares. Each member of the Board may elect to receive a greater percentage (up to 100%) of their compensation in Alcon shares in lieu of cash. The Chair of the Board receives no additional fees for roles on Board committees. David J. Endicott, our CEO, does not receive any additional compensation for his Board membership.

In 2022, the Board conducted a benchmarking study of Alcon's Board pay against other Swiss Market Index ("SMI") companies and determined that our Board pay is below the median level of SMI companies. The Board proposes compensation changes for the Board Chair and overall Board pay at the 2023 AGM for the 2023-2024 AGM term. Our Board's pay has not changed in Alcon's history as a public Company.

The 2023-2024 budget contemplates adjustments to the Board Fee, the Board Chair Fee and committee member fees. The Board compensation framework will remain unchanged for the upcoming term of office from the 2023 AGM to the 2024 AGM, including the same mix of fees payable in cash and shares as in 2022 and the option to elect a higher percentage in shares in lieu of cash. The proposed maximum aggregate compensation budget is an increase of 8.3% from the previous year.

The graphic below sets out the base fees, the Board Chair and Vice Chair fees, and Chairs and members of committees fees as described above. The proposed maximum aggregate amount of compensation of all non-executive members of the Board for the term from the 2023 AGM to the 2024 AGM amounts to CHF 3,900,000.

Base fee for Board membership for non-executive Directors for 2023-2024 AGM

Chair of the Board	CHF 1,150,000
Member of the Board	CHF 205,000

Additional fees for non-executive Directors for 2023-2024 AGM	Chair	Member
Vice-Chair of the Board	CHF 40,000	
Audit and Risk Committee	CHF 70,000	CHF 35,000
Compensation Committee	CHF 60,000	CHF 30,000
Governance and Nomination Committee	CHF 60,000	CHF 30,000
Innovation Committee	CHF 60,000	CHF 30,000

**Requested maximum
2023 - 2024 AGM
(CHF)**

**2022 - 2023 AGM
(CHF)**

3,900,000

3,600,000

**2023 - 2024
AGM**

**2022 - 2023
AGM**

CHF 3,900,000

CHF 3,600,000

To approve

4.3 Binding vote on the maximum aggregate amount of compensation of the ECA for the 2024 financial year

The Board of Directors proposes that shareholders approve the maximum aggregate amount of compensation of the ECA for the 2024 financial year in the amount of CHF 41,900,000.

Our compensation framework for members of the ECA is based on our pay-for-performance philosophy, reflects the realities of the competitive global market for executive talent, considers Alcon's position as a company with ambitious growth and business objectives, and:

- Ensures a broadly competitive level of remuneration appropriate to each executive's scale of responsibility and individual performance;
- Attracts, retains and motivates a world-class executive team to drive performance;
- Supports long-term value creation for shareholders;
- Considers the geographic and industry-specific nature of our talent pool and the medical device industry;
- Aligns the compensation program for senior executives with the broader management and associate population; and
- Fully embraces Swiss governance expectations and follows principles of simplicity and transparency.

The CC is committed to a strong pay-for-performance framework to align executive compensation with shareholder interests. An anchor point of our philosophy is to offer market competitive compensation within the range of the median of our peer group.

The peer group companies used for external executive compensation benchmarking represent a blend of European and North American companies and provides a good balance of industries, companies and geographies from which executive talent is sourced. Although Alcon is headquartered in Switzerland, a significant portion of our sales, management team and associate population are in the US. The US is the largest pool for both medical device and ophthalmology talent, and it is therefore critical that Alcon is able to attract and retain key talent from the US. As a result, our CC has selected a blended peer group of European and North American companies (42% European and 58% North American) to balance the European compensation structure with a need to attract and retain US talent. Based on our compensation philosophy, our desired competitive position is to stay close to the median of the peer group.

The most recent benchmarking conducted in 2022 has shown that the target compensation level for the CEO is significantly below the range that the CC considers acceptable. The Board and CC will continue to monitor CEO's target compensation against the peer group and make adjustments, as needed, to better align CEO's target compensation closer to the range of the peer group median.

While no increase was requested to 2023 budget compared to 2022 budget, the Board is proposing an increase to the 2024 budget to allow flexibility to align our executive compensation closer to the range of the peer group median.

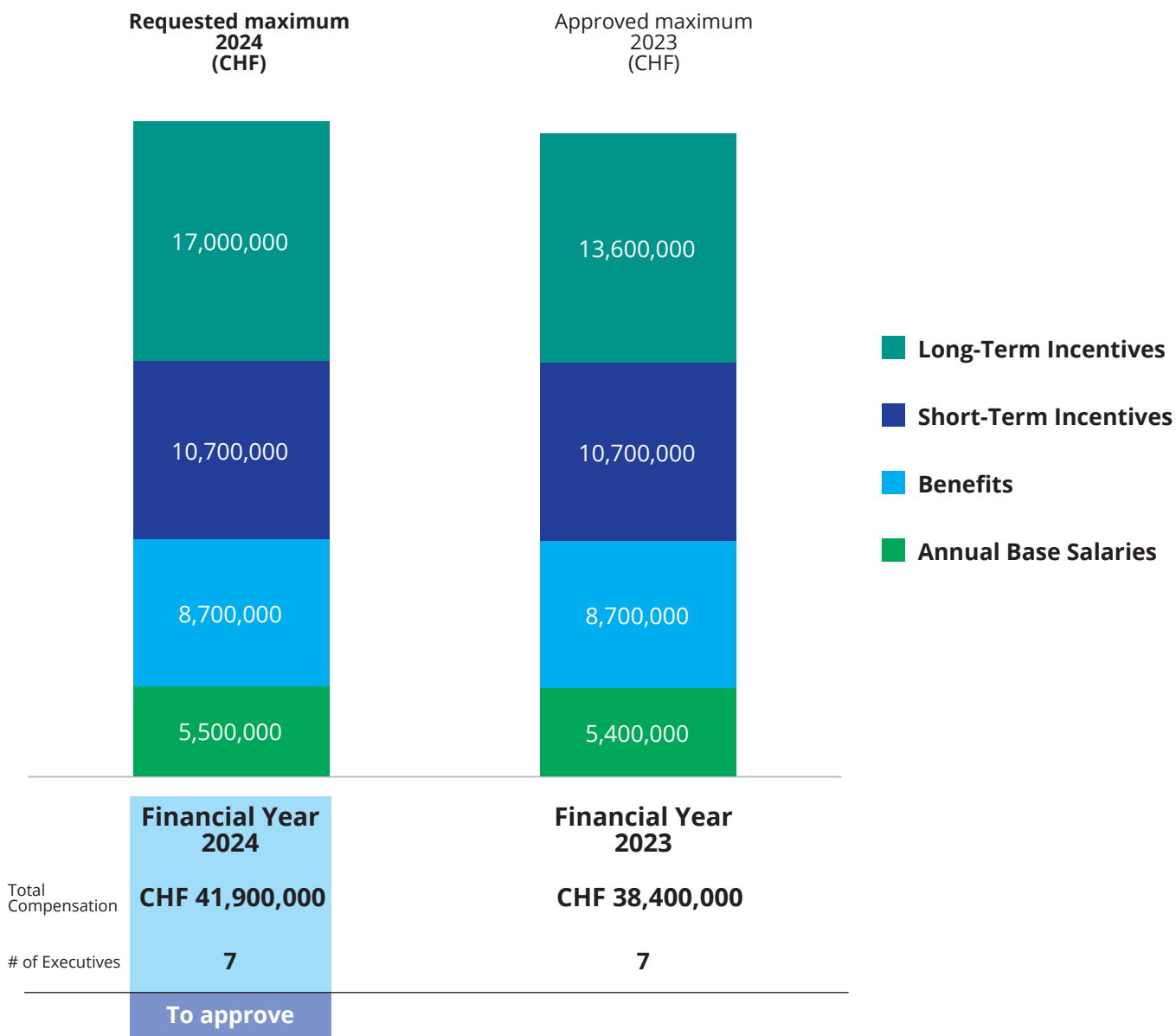
Based on our compensation framework, each ECA member's total compensation is comprised of an annual base salary, variable compensation elements and benefits.

Annual Base Salary: The base salary reflects each ECA member's individual role, performance, experience and potential as well as the market value of their respective roles.

Variable Compensation: Alcon is committed to the principle of pay-for-performance, which is reflected in an emphasis on variable compensation, comprised of the STI and LTI awards. The STI, paid fully in cash and capped at 200% of the individual target award, focuses on Alcon's annual operating business performance and individual performance. The LTI, share-based and capped at 200% of the granted number of performance share units, is designed to drive sustainable long-term value creation. These combined awards link a substantial portion of the overall total compensation to company and individual performance.

Benefits: Employment benefits are provided in line with local market practices and legal requirements. Certain ECA members were relocated to Alcon's headquarters in Geneva, Switzerland. The affected ECA members are provided with allowances for their relocation under Alcon's international global mobility policy.

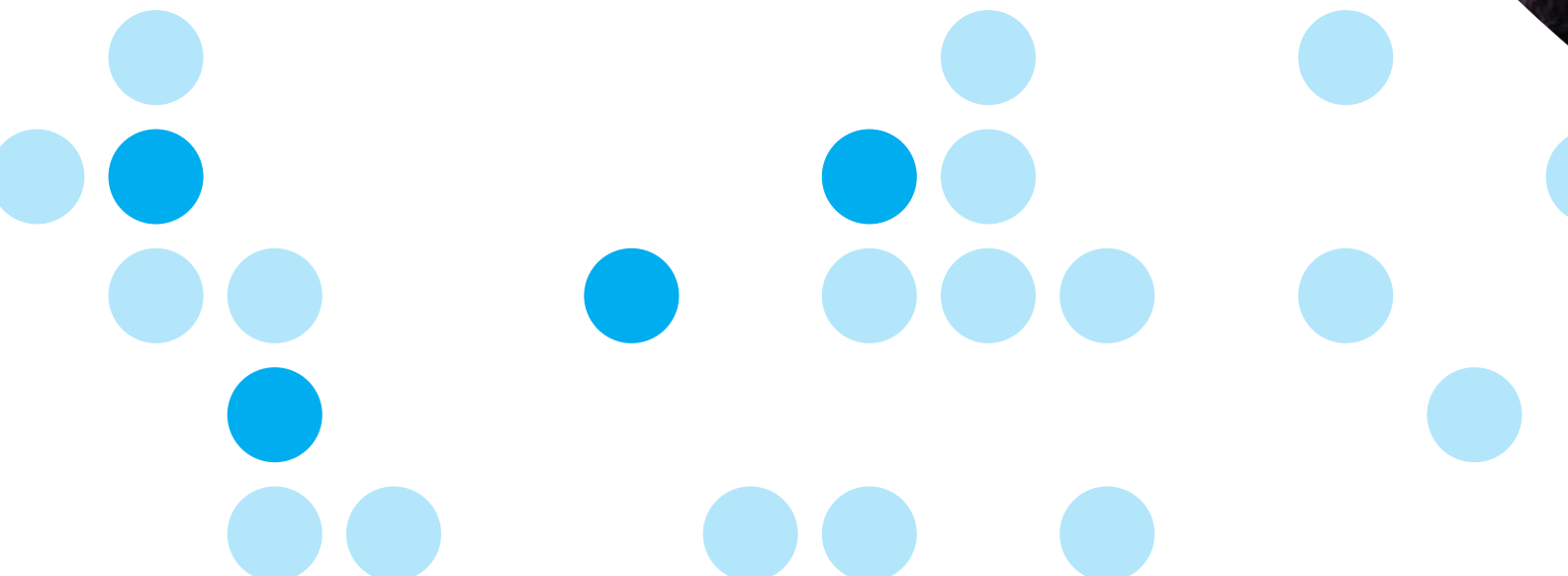
The following graphic illustrates the requested maximum aggregate amount of compensation of the ECA for the 2024 financial year in comparison to the approved amount for the 2023 financial year. We are requesting an increase of 9.1% to the proposed maximum aggregate amount of compensation. The proposed 2024 financial year maximum aggregate amount of compensation for the ECA is CHF 41,900,000.



The proposed maximum compensation amount for the financial year 2024 assumes a maximum payout of 200% of target for our STI awards and a grant value of 100% of target LTI awards.



To learn more, visit:
<https://www.alcon.com/>



Statuts de Alcon AG

Modifications proposées soumises au vote lors de
l'Assemblée générale ordinaire 2023

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1ère partie

Raison sociale, siège, but et durée de la Société

Article 1

Raison
sociale,
siège

Il est formé sous la raison sociale

Alcon AG
Alcon SA
Alcon Inc.

une société anonyme dont le siège se trouve à Fribourg.

Article 2

But

- 1 La Société a pour but d'acquérir, de détenir, de gérer, et d'aliéner des participations directes et indirectes dans des entreprises de toute nature, en particulier des entreprises actives dans le domaine de la santé, des équipements médicaux, de la biologie, la chimie, la physique, de l'informatique ou d'autres domaines liés, en Suisse ou à l'étranger.
- 2 La Société peut constituer des entreprises de toute nature en Suisse ou à l'étranger, détenir des parts dans ces entreprises et en assumer la gestion. La Société peut acquérir, mettre en gage, exploiter et aliéner des immeubles et des droits immatériels en Suisse et à l'étranger. La Société peut accorder des prêts, des garanties et toutes autres sortes de financements ou de sûretés pour des sociétés du Groupe, ainsi qu'emprunter et investir des fonds dans les marchés des devises et des capitaux.
- 3 La Société peut s'engager dans des activités ou des transactions de toute autre nature et peut prendre toutes

mesures qui lui apparaissent adéquates à promouvoir le but de la Société ou qui sont liées à celui-ci.

- 4 Dans la poursuite de son but, la Société aspire à la création de valeur durable.

Article 3

Durée

La durée de la Société est illimitée.

2ème partie

Capital-actions

Article 4

Capital-
actions
ordinaire

Le capital-actions de la Société s'élève à CHF 19'988'000 et est entièrement libéré. Il est divisé en 499'700'000 actions nominatives. La valeur nominale de chaque action est de CHF 0.04.

Article 4a

Marge de
fluctuation
du capital

- 1 La Société dispose d'une marge de fluctuation du capital allant de CHF 18'988'600 (limite inférieure) à CHF 21'986'800 (limite supérieure). Le Conseil d'administration peut, dans les limites définies de la marge de fluctuation, et ce jusqu'au 5 mai 2028 ou jusqu'à l'expiration anticipée de la marge de fluctuation, augmenter ou réduire le capital-actions en une ou plusieurs fois, de quelque montant que ce soit, ou acquérir ou aliéner des actions directement ou indirectement. L'augmentation ou la réduction du capital peut se faire (A) par l'émission d'actions correspondant au maximum au nombre d'actions le moins élevé entre (i) 49'970'000 actions nominatives d'une valeur nominale de CHF 0.04 chacune, qui doivent être intégralement libérées et (ii) 10% du capital-actions au moment de l'augmentation de capital, ou respectivement (B) par

l'annulation d'un nombre maximum de 24'985'000 actions nominatives d'une valeur nominale de CHF 0.04 chacune, ou par une augmentation ou une réduction, dans les limites de la marge de fluctuation, de la valeur nominale des actions nominatives existantes ou encore par une réduction et une nouvelle augmentation simultanées du capital-actions.

- 2 En cas d'augmentation du capital-actions dans le cadre de la marge de fluctuation, le Conseil d'administration détermine, le cas échéant, le prix d'émission, la nature des apports (y compris la libération en espèces, les apports en nature, la compensation et la conversion de réserves ou de bénéfice reporté en capital-actions), la date de l'émission, les conditions de l'exercice du droit de souscription préférentiel et la date à partir de laquelle les actions donneront droit à des dividendes. A cet effet, le Conseil d'administration peut émettre des nouvelles actions par voie de prise ferme par une banque, un consortium bancaire ou un tiers et l'offre subséquente de ces actions aux actionnaires existants ou à des tiers (si les droits de souscription préférentiels des actionnaires existants ont été supprimés ou qu'ils n'ont pas été valablement exercés). Le Conseil d'administration est en droit d'autoriser, de limiter ou d'exclure le négoce des droits de souscription préférentiels. Le Conseil d'administration peut laisser s'éteindre les droits de souscription préférentiels non exercés; il peut aussi aliéner ceux-ci, respectivement les actions pour lesquelles des droits de souscription préférentiels ont été accordés sans toutefois être exercés, aux conditions du marché ou les utiliser autrement dans l'intérêt de la Société.
- 3 En cas d'émission d'actions, le Conseil d'administration peut exclure ou limiter les droits de souscription préférentiels des actionnaires existants et les attribuer à des tiers, à la Société ou à une des sociétés du Groupe:

(a) pour lever des fonds propres de manière rapide et flexible, ce qui ne serait pas possible ou qu'avec difficulté ou à des conditions nettement plus défavorables sans l'exclusion des droits de souscription préférentiels des actionnaires existants; ou

(b) pour l'acquisition de sociétés, de partie(s) de sociétés ou de participations, pour l'acquisition de produits, de propriétés intellectuelles, ou licences par ou pour des projets d'investissement de la Société ou de l'une des sociétés du Groupe, ou pour le financement ou le refinancement de telles transactions par le placement d'actions; ou

(c) pour élargir le cercle des actionnaires de la Société dans certains marchés financiers ou d'investisseurs, pour permettre la participation de partenaires stratégiques, y compris d'investisseurs financiers, ou en relation avec la cotation de nouvelles actions sur des bourses nationales ou étrangères; ou

(d) pour la participation de membres du Conseil d'administration, de membres de la direction, d'employés, de conseillers ou d'autres personnes exerçant des services au bénéfice de la Société ou de l'une des sociétés du Groupe.

4 En cas de changement de valeur nominale, les nouvelles actions émises dans le cadre de la marge de fluctuation du capital doivent être émises avec la même valeur nominale que les actions nominatives existantes.

5 En cas d'augmentation du capital-actions suite à l'émission d'actions à partir d'un capital-actions conditionnel, les limites supérieure et inférieure de la marge de fluctuation augmentent d'un montant correspondant à une telle augmentation du capital-actions.

- 6 En cas de réduction du capital-actions dans le cadre de la marge de fluctuation, le Conseil d'administration détermine, si nécessaire, l'affectation du montant de la réduction. Le Conseil d'administration peut également utiliser le montant de la réduction pour éliminer partiellement ou totalement un bilan déficitaire au sens de l'art. 653p CO ou réduire le capital-actions et l'augmenter simultanément au moins jusqu'au montant précédent au sens de l'art. 653q CO.

Article 4b

Capital-
actions
conditionnel
aux fins de
financement,
acquisitions
ou d'autres
buts

- 1 Le capital-actions peut être augmenté d'un montant maximum de CHF 1'998'800 par l'émission de 49'970'000 actions nominatives au plus, d'une valeur nominale de CHF 0.04 chacune, qui doivent être intégralement libérées par l'exercice ou l'exercice obligatoire de droits de conversion, d'échange, d'option, de warrant, de souscription ou d'autres droits permettant l'acquisition d'actions ou par des obligations permettant l'acquisition d'actions qui ont été accordées ou imposées à des actionnaires ou des tiers en tant que telles ou en relation avec des emprunts obligataires, options, warrants ou autres instruments financiers ou obligations contractuelles de la Société ou de l'une des sociétés du Groupe (ci-après désignés collectivement les **Instruments Financiers**).
- 2 Le droit de souscription préférentiel des actionnaires est exclu en relation avec l'exercice d'Instruments Financiers liés à l'émission d'actions. Les détenteurs d'Instruments Financiers sont en droit d'acquérir les nouvelles actions émises à l'occasion de la conversion, de l'échange ou de l'exercice de ces Instruments Financiers. Le Conseil d'administration détermine les principales conditions qui gouvernent les Instruments Financiers.
- 3 La déclaration concernant l'acquisition d'actions fondée sur le présent article 4b doit faire référence à cet article 4b. La

renonciation à un droit d'acquisition d'actions fondé sur le présent article 4b peut également avoir lieu de manière informelle ou par l'écoulement du temps; ceci s'applique également à la renonciation à l'exercice et à l'expiration de ce droit.

- 4 Le Conseil d'administration est autorisé à limiter ou retirer le droit de souscription prioritaire des actionnaires en relation avec l'émission d'Instruments Financiers par la Société ou une des sociétés du Groupe (1) si les obligations d'emprunt ou obligations similaires sont émises à des conditions équitables ou (2) s'il existe un juste motif comme suit:

(a) pour lever des fonds propres de manière rapide et flexible, ce qui ne serait pas possible ou qu'avec difficulté ou à des conditions nettement plus défavorables sans l'exclusion des droits de souscription préférentiels ou des droits de souscription prioritaires des actionnaires existants; ou

(b) pour l'acquisition de sociétés, de partie(s) de sociétés ou de participations, pour l'acquisition de produits, de propriétés intellectuelles, ou licences par ou pour des projets d'investissement de la Société ou de l'une des sociétés du Groupe, ou pour le financement ou le refinancement de telles transactions par le placement d'actions; ou

(c) pour élargir le cercle des actionnaires de la Société dans certains marchés financiers ou d'investisseurs, pour permettre la participation de partenaires stratégiques, y compris d'investisseurs financiers, ou en relation avec la cotation de nouvelles actions sur des bourses nationales ou étrangères; ou

(d) pour la participation de membres du Conseil d'administration, de membres de la direction, d'employés, de conseillers ou d'autres personnes exerçant des services au bénéfice de la Société ou de l'une des sociétés du Groupe.

5 Si les droits de souscription prioritaire ne sont pas accordés, de manière directe ou indirecte, par le Conseil d'administration, les règles suivantes s'appliquent:

(a) le prix d'acquisition des actions est déterminé en tenant compte des conditions de marché qui prévalent à la date d'émission des Instruments Financiers; et

(b) les Instruments Financiers peuvent être convertis, échangés ou exercés durant une période maximale de 15 ans suivant leur date d'émission ou de conclusion.

Article 4c

Exclusion du droit de souscription préférentiel et du droit de souscription prioritaire

Le nombre total d'actions nouvellement émises qui peuvent être émises avec une exclusion ou une limitation des droits de souscription préférentiels et des droits de souscription prioritaires (i) selon la marge de fluctuation conformément à l'article 4a des présents statuts et/ou (ii) selon le capital-actions conditionnel conformément à l'article 4b des présents statuts, ne peut être supérieur au nombre d'actions le moins élevé entre (i) 49'970'000 nouvelles actions et (ii) 10% du capital-actions au moment de l'augmentation de capital.

Article 5

Registre des actions

La Société maintient un registre des actions auquel figurent les noms et prénoms, domiciles (sièges pour les personnes morales) et les adresses des propriétaires et des usufruitiers d'actions nominatives.

Article 6

Forme des actions

1 Sous réserve de l'alinéa 3 de cet article, les actions nominatives de la Société sont émises sous la forme de droits-valeurs (au sens du Code des obligations). La Société peut

initier l'inscription de tout ou partie de ces droits-valeurs au registre principal d'un dépositaire en tant que titres sous-jacents de titres intermédiés (au sens de la Loi fédérale sur les titres intermédiés).

- 2 Pour autant qu'il soit inscrit au registre des actions, l'actionnaire peut exiger en tout temps de la Société l'établissement d'une attestation pour ses actions nominatives.
- 3 L'actionnaire ne peut exiger ni l'impression ni la livraison de certificats. Toutefois, la Société peut, à sa seule discrétion, transformer des titres sous-jacents de titres intermédiés en d'autres formes ou retirer de tels titres du système dépositaire; en particulier, la Société peut imprimer et livrer des certificats (certificats d'actions individuels, certificats et certificats globaux) pour des actions et radier des droits-valeurs inscrits au registre principal d'un dépositaire.
- 4 La disposition d'actions émises sous forme de droits-valeurs non-inscrits dans le registre principal d'un dépositaire sera effectuée au moyen d'une déclaration de cession écrite et nécessite, comme condition de validité, la notification à la Société. En revanche, la disposition d'actions existantes sous forme de titres intermédiés fondés sur des droits-valeurs inscrits au registre principal d'un dépositaire sera uniquement effectuée au moyen d'inscription dans des comptes de titres selon le droit applicable, sans devoir en notifier la Société; une disposition de telles actions au moyen d'une cession sans inscription correspondante dans un compte de titres est exclue.
- 5 La Société peut imposer l'usage de formulaires pour les notifications au sens de l'alinéa 4 de cet article.

Article 7

Exercice des droits

- 1 Les actions sont indivisibles. La Société ne reconnaît qu'un représentant par action.

- 2 Le droit de vote et les droits y relatifs ne peuvent être exercés à l'égard de la Société que par un actionnaire, un usufruitier ou un nommée inscrit au registre des actions, relativement aux actions concernées.

3ème partie

Organes de la Société

A. Assemblée générale

Article 8

Compétence L'Assemblée générale est l'organe suprême de la Société.

Article 9

Assemblées générales L'Assemblée générale ordinaire a lieu chaque année dans les six mois qui suivent la clôture de l'exercice; le rapport de gestion, les rapports de révision et tout autre rapport requis par la loi ou les statuts sont mis à la disposition des actionnaires au plus tard vingt jours avant l'Assemblée. La notification relative peut être effectuée par le biais des organes de publication décrits à l'article 38 des présents statuts.

a.
Assemblée
générale
ordinaire

Article 10

- b.
Assemblée
générale
extraordinaire
- 1 Des Assemblées générales extraordinaires ont lieu sur requête du Conseil d'administration ou de l'organe de révision.
 - 2 Des Assemblées générales extraordinaires doivent également être convoquées sur décision de l'Assemblée générale ou lorsqu'un ou plusieurs actionnaires, représentant ensemble au moins un vingtième du capital-actions, le requièrent par demande écrite et signée avec indication des objets portés à l'ordre du jour et des propositions.

Article 11

- Convocation des Assemblées générales
- 1 Les Assemblées générales sont convoquées par le Conseil d'administration au moins vingt jours avant la date de l'Assemblée. La convocation intervient conformément à l'article 38 alinéa 1 des présents statuts. Les actionnaires nominatifs peuvent en outre être informés conformément à l'article 38 alinéa 2 des présents statuts.
 - 2 La convocation doit indiquer les objets portés à l'ordre du jour ainsi que les propositions du Conseil d'administration et éventuellement des actionnaires qui ont requis la tenue d'une Assemblée générale. S'agissant d'élections, la convocation doit indiquer les noms des candidats proposés.

Article 12

- Ordre du jour
- 1 Un ou plusieurs actionnaires représentant des actions d'une valeur nominale correspondant à 0.5 pour cent du capital-actions au minimum peuvent requérir l'inscription d'un objet à l'ordre du jour d'une Assemblée générale, ainsi que l'inscription dans la convocation à l'Assemblée générale de propositions concernant les objets portés à l'ordre du jour. La demande d'inscription doit intervenir par écrit au moins quarante-cinq jours avant la date de l'Assemblée avec indication de l'objet à inscrire à l'ordre du jour et les propositions de l'actionnaire.
 - 2 Aucune décision ne peut être prise lors d'une Assemblée générale sur des objets qui n'ont pas été dûment portés à l'ordre du jour. Cette disposition n'est pas applicable à des propositions formulées lors d'une Assemblée générale de convoquer une Assemblée générale extraordinaire ou d'instituer un examen spécial.

Article 13

- Présidence, procès-verbal, scrutateurs
- 1 L'Assemblée générale a lieu en Suisse, à moins que le Conseil d'administration n'en décide autrement. L'Assemblée générale est présidée par le (la) Président(e) du Conseil d'administration, ou lorsqu'il est empêché, par le (la) vice-président(e) ou un autre membre du Conseil d'administration désigné par le Conseil d'administration.
 - 2 Le (la) président(e) de l'Assemblée désigne le secrétaire et les scrutateurs. Le procès-verbal doit être signé par le (la) président(e) de l'Assemblée et par le (la) secrétaire.

Article 14

- Représentation
- 1 Le Conseil d'administration peut prendre les dispositions relatives à la participation et à la représentation à l'Assemblée générale et permettre l'utilisation de procurations par voie électronique sans signature qualifiée.
 - 2 Un actionnaire peut se faire représenter à l'Assemblée générale par un tiers, qui ne doit pas nécessairement être actionnaire, au moyen d'une procuration écrite.
 - 3 L'Assemblée générale élit le représentant indépendant pour un mandat qui s'achève à la fin de l'Assemblée générale ordinaire suivante. Le représentant indépendant est rééligible.
 - 4 Lorsque la Société n'a pas de représentant indépendant, le Conseil d'administration le désigne en vue de la prochaine Assemblée générale.

Article 15

- Droit de vote
- Chaque action donne droit à une voix.

Article 16

Décisions,
élections

- 1 L'Assemblée générale prend les décisions et procède aux élections à la majorité absolue des voix valablement représentées, à moins que la loi n'en dispose autrement.
- 2 Les décisions et les élections interviennent soit à main levée, soit par vote électronique, à moins que l'Assemblée générale ne décide de prendre les décisions ou de procéder aux élections par bulletin secret ou que le (la) président(e) de l'Assemblée ne l'ordonne.
- 3 Le (la) président(e) de l'Assemblée peut en tout temps remplacer une décision ou une election à main levée par une délibération à bulletin secret, s'il estime qu'il y a un doute quant au résultat du vote. Si tel est le cas, la délibération antérieure à main levée est réputée n'avoir pas eu lieu.
- 4 Si une election n'aboutit pas au premier tour et s'il y a plusieurs candidats en lice, le (la) président(e) de l'Assemblée ordonne la tenue d'un second tour lors duquel la majorité relative est décisive.

Article 17

Compétence
s de
l'Assemblée
générale

- Les objets suivants sont de la compétence exclusive de l'Assemblée générale:
- a) l'adoption et la modification des statuts;
 - b) l'élection et la révocation des membres du Conseil d'administration, du (de la) Président(e) du Conseil d'administration, des membres du comité de rémunération, du représentant indépendant et de l'organe de révision;
 - c) l'approbation du rapport annuel, des comptes consolidés, du rapport sur les questions non financières et tout autre

rapport conformément aux dispositions de la loi ou des présents statuts;

- d) l'approbation des comptes annuels, la détermination de l'emploi du bénéfice résultant du bilan, et en particulier la fixation du dividende;
- e) la fixation du dividende intermédiaire et l'approbation des comptes intermédiaires nécessaires à cet effet;
- f) la décision du remboursement de la réserve légale issue du capital;
- g) l'approbation des montants totaux de la rémunération du Conseil d'administration et du Comité de direction conformément à l'article 29 des présents statuts;
- h) la décharge aux membres du Conseil d'administration et aux membres du Comité de direction;
- i) la décotation des titres de participation de la Société;
- j) la prise des décisions qui sont réservées à l'Assemblée générale conformément à la loi et aux statuts.

Article 18

Quorum
spécial

Une décision de l'Assemblée générale recueillant au moins les deux tiers des voix représentées est nécessaire pour:

- a) la modification du but social;
- b) la réunion d'actions;
- c) l'introduction d'actions à droit de vote privilégié;
- d) le changement de la monnaie dans laquelle le capital-actions est fixé;

- e) la restriction de la transmissibilité des actions nominatives et la levée de telles restrictions;
- f) l'introduction d'actions à droit de vote privilégié;
- g) la création d'un capital-actions conditionnel ou l'institution d'une marge de fluctuation du capital;
- h) l'augmentation du capital-actions au moyen d'une conversion d'un excédent de fonds propres, contre apport en nature ou par compensation de créance, ainsi que l'octroi d'avantages particuliers;
- i) la limitation ou suppression du droit de souscription pour de nouvelles actions;
- j) la décotation des titres de participation de la Société;
- k) l'introduction d'une disposition statutaire prévoyant la tenue de l'Assemblée générale à l'étranger;
- l) l'introduction d'une clause d'arbitrage dans les présents statuts;
- m) le transfert du siège de la Société;
- n) la dissolution de la Société;
- o) tout autre objet qui est réservé par la loi ou par les présents statuts.

B. Conseil d'administration

Article 19

Nombre d'administrateurs	Le Conseil d'administration se compose de 8 membres au moins et de 13 membres au plus.
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Article 20

Durée du mandat	1 Les membres du Conseil d'administration et le (la) Président(e) du Conseil d'administration sont élus individuellement par l'Assemblée générale pour un mandat qui s'achève à la fin de l'Assemblée générale ordinaire suivante. 2 Les membres du Conseil d'administration dont le mandat a expiré sont immédiatement rééligibles.
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Article 21

Organisation	1 Le Conseil d'administration se constitue lui-même en se conformant aux exigences légales et en tenant compte des décisions de l'Assemblée générale. Il désigne en son sein un (une) ou deux vice-président(e)s. Il nomme un (une) secrétaire, qui ne doit pas nécessairement appartenir au Conseil d'administration. 2 Lorsque la fonction de Président(e) du Conseil d'administration est vacante, le Conseil d'administration désigne un nouveau (une nouvelle) Président(e) pour la période allant jusqu'à la fin de la durée de fonction.
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Article 22

Convocation Le (la) Président(e) réunit le Conseil d'administration autant de fois que l'exigent les affaires ou si un membre du Conseil d'administration le demande par la forme écrite.

Article 23

- Décisions
- 1 L'organisation des réunions, y compris le quorum et l'adoption de décisions sont réglées dans le règlement d'organisation.
 - 2 Le (la) Président(e) n'a pas de voix prépondérante en cas de partage égal des voix.

Article 24

- Compétences du Conseil d'administration
- 1 Le Conseil d'administration a en particulier les attributions intransmissibles et inaliénables suivantes:
 - a) exercer la haute direction de la Société et établir les instructions nécessaires;
 - b) fixer l'organisation de la Société;
 - c) fixer les principes de la comptabilité et du contrôle financier ainsi que du plan financier;
 - d) nommer et révoquer les personnes chargées de la gestion et de la représentation de la Société (y compris le Directeur (la Directrice) général(e) (CEO) et les autres membres du Comité de direction);
 - e) exercer la haute surveillance sur les personnes chargées de la gestion pour s'assurer notamment qu'elles observent la loi, les statuts, les règlements et les instructions données;
 - f) établir le rapport de gestion, le rapport de rémunération, le rapport sur les questions non financières et tout autre rapport conformément aux dispositions de la loi ou des statuts;
 - g) préparer l'Assemblée générale et exécuter ses décisions;

- h) déposer une demande de sursis concordataire et informer le juge en cas de surendettement; ainsi que
 - i) adopter les décisions concernant l'augmentation du capital-actions, dans la mesure où ces attributions sont conférées au Conseil d'administration (selon le Code des obligations), ainsi que les décisions concernant la confirmation des augmentations du capital-actions et les modifications correspondantes des statuts.
- 2 Le Conseil d'administration peut en outre prendre des décisions sur toutes les affaires qui ne sont pas attribuées à l'Assemblée générale par la loi ou les statuts.

Article 25

Délégation
des
compétences

Le Conseil d'administration peut déléguer, dans les limites de la loi et des statuts, tout ou partie de la gestion de la Société à un ou plusieurs de ses membres (y compris à des comités ad-hoc ou permanents du Conseil d'administration) ou à des tiers (Comité de direction).

Article 26

Pouvoir de
signature

Le Conseil d'administration détermine les personnes en son sein et les tiers qui peuvent engager la Société par leur signature ainsi que le mode de signature de ces personnes.

Article 27

Organisation
et
compétences
du comité de
rémunération

- 1 Le comité de rémunération se compose au minimum de 3 membres du Conseil d'administration.
- 2 Les membres du comité de rémunération sont élus individuellement par l'Assemblée générale pour un mandat qui s'achève à la fin de l'Assemblée générale ordinaire suivante. Les membres du Comité de rémunération dont le mandat a expiré sont immédiatement rééligibles.

- 3 Lorsque le comité de rémunération n'est pas complet, le Conseil d'administration désigne les nouveaux membres pour la période allant jusqu'à la fin de la durée de fonctions.
- 4 Le Conseil d'administration désigne le (la) président(e) du comité de rémunération. Dans les limites de la loi et des statuts, le Conseil d'administration définit l'organisation du comité de rémunération dans un règlement.
- 5 Les compétences du comité de rémunération sont les suivantes:
 - a) développer une stratégie de rémunération en conformité avec les principes fixés dans les statuts et soumettre celle-ci au Conseil d'administration pour approbation;
 - b) soumettre au Conseil d'administration les principes et la structure des plans de rémunération;
 - c) assister le Conseil d'administration dans la préparation des propositions à l'Assemblée générale concernant la rémunération des membres du Conseil d'administration et du Comité de direction;
 - d) soumettre le rapport de rémunération à l'approbation du Conseil d'administration;
 - e) informer le Conseil d'administration des règlements, programmes et principales décisions en matière de rémunération ainsi que des comparaisons relatives aux niveaux de rémunération chez les principaux concurrents;
 - f) régulièrement rendre compte au Conseil d'administration des délibérations et décisions du comité de rémunération;
 - g) assumer les autres responsabilités qui lui sont conférées par la loi, les statuts ou le Conseil d'administration. En

particulier, le Conseil d'administration peut, à sa discrétion, attribuer au comité de rémunération des responsabilités au sujet de la nomination et de la gouvernance.

- 6 Le Conseil d'administration promulgue un règlement afin de déterminer pour quelles fonctions du Conseil d'administration et du Comité de direction, le comité de rémunération doit soumettre des propositions de rémunération et pour quelles fonctions il définit la rémunération conformément aux statuts.

C. Organe de révision

Article 28

Durée du mandat, attributions et tâches

L'organe de révision, élu chaque année par l'Assemblée générale, est chargé des attributions et des tâches qui lui sont conférées par la loi.

4^{ème} partie

Rémunération du Conseil d'administration et du Comité de direction

Article 29

Approbation de la rémunération par l'Assemblée générale

- 1 L'Assemblée générale approuve annuellement et séparément les propositions du Conseil d'administration relatives au montant total maximal de:

- a) la rémunération du Conseil d'administration pour la période jusqu'à l'Assemblée générale ordinaire suivante; et
- b) la rémunération du Comité de direction pour l'exercice annuel suivant.

Le Conseil d'administration peut soumettre à l'approbation de l'Assemblée générale des propositions additionnelles portant sur des périodes identiques ou différentes.

- 2 Si l'Assemblée générale rejette la proposition du Conseil d'administration pour la rémunération totale du Conseil d'administration et/ou du Comité de direction, le Conseil d'administration décide de la procédure à suivre. Les options du Conseil d'administration sont de soumettre une nouvelle proposition de rémunération à la même Assemblée générale, de convoquer une Assemblée générale extraordinaire à laquelle il soumet une nouvelle proposition de rémunération ou encore de fixer à titre provisoire la rémunération pour la période correspondante, sous réserve de son approbation par l'Assemblée générale ordinaire suivante.
- 3 Nonobstant les alinéas précédents, la Société ou des sociétés contrôlées par elle peuvent verser des rémunérations préalablement à l'approbation par l'Assemblée générale sous réserve de l'approbation ultérieure par l'Assemblée générale.
- 4 Si la rémunération variable est approuvée de manière prospective, le Conseil d'administration soumet le rapport de rémunération au vote consultatif de l'Assemblée générale.

Article 30

Montant
complément
aire

Si le montant total maximal de la rémunération déjà approuvé par l'Assemblée générale n'est pas suffisant pour couvrir également la rémunération d'un ou de plusieurs membres qui devient(nent) membre(s) du Comité de direction au cours d'une période de rémunération pour laquelle l'Assemblée générale a déjà approuvé la rémunération du Comité de direction, la Société ou toute société contrôlée par elle est autorisée à verser à ce(s) membre(s) un montant complémentaire au cours de la (des) période(s) de rémunération déjà approuvée(s). Le montant complémentaire total pour chaque période de rémunération pour laquelle l'approbation de l'Assemblée générale a déjà été obtenue ne doit pas dépasser (en totalité et non pas *pro rata temporis*) 40%

du montant global de la dernière rémunération du Comité de direction approuvée par l'Assemblée générale pour la (les) période(s) de rémunération en question.

Article 31

Principes
généraux de
rémunération

- 1 La rémunération des membres non-exécutifs du Conseil d'administration comprend uniquement des éléments de rémunération fixes. Les membres du Conseil d'administration ne reçoivent en particulier ni cotisation de la Société pour un plan de prévoyance, ni élément lié à la performance ni encore instrument financier (p. ex. options).
- 2 La rémunération des membres du Comité de direction comprend des éléments de rémunération fixes et variables. La rémunération fixe comprend le salaire de base et peut comprendre d'autres éléments de rémunération et prestations. La rémunération variable peut comprendre des éléments de rémunération à court et à long terme.
- 3 La rémunération (des membres non-exécutifs du Conseil d'administration et des membres du Comité de direction) peut être en espèces, en actions, sous la forme d'autres prestations ou en nature. La rémunération des membres du Comité de direction peut également être sous la forme d'instruments financiers ou d'unités similaires. La rémunération peut être versée par la Société ou par des sociétés contrôlées par elle. Le Conseil d'administration détermine la valeur de chaque élément de rémunération sur la base des principes qui s'appliquent au rapport de rémunération.

Article 32

Rémunérati
on variable

- 1 La rémunération variable des membres du Comité de direction au cours d'un exercice donné consiste en des éléments de

rémunération prévus dans les plans de rémunération à court et à long terme (tels que décrits dans le présent article).

- 2 Les plans de rémunération à court terme reposent sur des critères de performance qui tiennent compte de la performance du Groupe Alcon et/ou de parties de celui-ci et/ou d'objectifs individuels. La performance par rapport à ces critères de performance est généralement évaluée sur une période d'une année qui correspond à la période de référence de la rémunération à court terme. Les paiements relatifs aux plans de rémunération à court terme sont soumis à des plafonds qui peuvent être définis en fonction de multiplicateurs prédéterminés des niveaux cibles respectifs et peuvent être différés en fonction des conditions et des périodes d'acquisition.
- 3 Les plans de rémunération à long terme reposent sur des critères de performance qui tiennent compte i) des objectifs stratégiques du Groupe Alcon (tels qu'objectifs financiers, d'innovation, de rendement pour les actionnaires et/ou d'autres indicateurs), et/ou ii) du cours de l'action déterminant la valeur de l'attribution à l'expiration de la période d'acquisition (vesting). La réalisation des objectifs et le prix de l'action sont généralement évalués sur une période d'au moins trois ans. Les paiements relatifs aux plans de rémunération à long terme sont soumis à des plafonds qui peuvent être définis en fonction de multiplicateurs prédéterminés des niveaux cibles respectifs.
- 4 Le Conseil d'administration ou, si cette tâche lui est déléguée, le comité de rémunération détermine les critères de performance, les niveaux cibles et leur degré de réalisation.
- 5 Le Conseil d'administration ou, si cette tâche lui est déléguée, le comité de rémunération détermine les conditions d'octroi, d'acquisition (vesting), de blocage, d'exercice et de déchéance de la rémunération; il peut prescrire la continuation,

l'accélération ou la suppression des conditions d'exercice et de vesting ou prévoir d'autres conditions pour l'octroi, l'acquisition ou la déchéance de droits à la suite de certains événements prédéterminés tels que décès, invalidité, retraite ou la fin d'un contrat de travail ou d'un mandat.

Article 33

Contrats avec les membres du Conseil d'administration et du Comité de direction

- 1 La Société ou des sociétés contrôlées par elle peuvent conclure des contrats avec les membres du Conseil d'administration relatifs à leur rémunération pour une durée de fonction s'achevant à la fin de l'Assemblée générale ordinaire suivante. La Société ou des sociétés contrôlées par elle peuvent conclure des contrats de travail avec les membres du Comité de direction pour une durée déterminée ne devant pas excéder une année ou pour une durée indéterminée avec un délai de congé ne devant pas excéder 12 mois.
- 2 Les contrats de travail avec les membres du Comité de direction peuvent contenir une clause de non-concurrence pour la période suivant la fin du contrat si cela est justifié par l'usage commercial. L'indemnité en contrepartie de cette interdiction ne peut excéder la rémunération moyenne totale (comprenant le salaire de base et la prime annuelle) des trois derniers exercices versée au membre du Comité de direction concerné.

Article 34

Mandats en dehors du Groupe Alcon

- 1 Un membre du Conseil d'administration ne peut détenir plus de 10 mandats supplémentaires dans d'autres sociétés, dont pas plus de 4 mandats supplémentaires dans d'autres sociétés cotées. La présidence du Conseil d'administration d'autres sociétés cotées compte pour deux mandats.
- 2 Un membre du Comité de direction ne peut détenir plus de 6 mandats supplémentaires dans d'autres sociétés, dont pas

plus de 2 mandats supplémentaires dans d'autres sociétés cotées. Chacun de ces mandats est soumis à l'approbation du Conseil d'administration. Les membres du Comité de direction ne sont pas autorisés à assumer la présidence du Conseil d'administration d'autres sociétés cotées.

- 3 Les mandats suivants ne sont pas soumis à ces limitations:
 - a) Les mandats dans des sociétés contrôlées par la Société;
 - b) Les mandats détenus par un membre du Conseil d'administration ou du Comité de direction à la demande de la Société ou de sociétés contrôlées par elle. Un membre du Conseil d'administration ou du Comité de direction ne peut détenir plus de 5 mandats de ce type; et
 - c) Les mandats dans des associations, des fondations, des trusts, des fondations de prévoyance pour les employés et organisations similaires. Un membre du Conseil d'administration ou du Comité de direction ne peut détenir plus de 10 mandats de ce type.
- 4 Sont considérés comme mandats les mandats dans des fonctions similaires auprès d'autres entreprises poursuivant un but économique. Les mandats dans des entités juridiques différentes qui sont sous contrôle conjoint ou détenues par le même bénéficiaire économique sont considérés comme un (1) seul mandat.
- 5 Le Conseil d'administration peut promulguer un règlement qui, tenant compte de la fonction du membre respectif, peut prévoir des restrictions additionnelles.

Article 35

Prêts Aucun prêt ou crédit ne peut être accordé aux membres du Conseil d'administration ou du Comité de direction.

5^{ème} partie

Comptes annuels, comptes de groupe et emploi du bénéfice

Article 36

Exercice Le Conseil d'administration établit au 31 décembre de chaque exercice un rapport de gestion comprenant les comptes annuels, le rapport annuel et les comptes consolidés.

Article 37

- Répartition du bénéfice résultant du bilan, réserves
- 1 L'Assemblée générale décide de l'emploi du bénéfice résultant du bilan dans le cadre des dispositions légales. Le Conseil d'administration soumet ses propositions à l'Assemblée générale.
 - 2 Des réserves supplémentaires peuvent être constituées en plus des réserves légales.
 - 3 Les dividendes qui ne sont pas perçus dans les cinq ans qui suivent leur date d'échéance sont dévolus à la Société.

6^{ème} partie

Communications et for

Article 38

- Communica
tions
- 1 Les communications de la Société sont publiées dans la Feuille Officielle Suisse du Commerce. Le Conseil d'administration peut désigner d'autres organes de publication.

- 2 A la discrétion du Conseil d'administration, les annonces aux actionnaires peuvent être, également ou à la place, valablement effectuées par (i) courrier, (ii) e-mail, ou (iii) toute autre forme permettant d'en établir la preuve par texte, aux dernières coordonnées enregistrées de l'actionnaire ou de son bénéficiaire autorisé.

Article 39

For Le for pour tous litiges découlant ou liés au rapport de société se trouve au siège de la Société.

7^{ème} partie

Langue

Article 40

Version Les présents statuts existent dans une version française et une
prédominant version anglaise. En cas de divergence, le texte français fait
e foi.



Amendments to the Articles of Incorporation of Alcon Inc.

Shareholder information on the amendment proposals
regarding the Articles of Incorporation of Alcon Inc.
2023 Annual General Meeting of Shareholders

Alcon

Letter from the Board Chair



Dear Shareholder,

This brochure provides you with information regarding the proposed amendments to our Articles of Incorporation ("Aol") submitted to the 2023 Annual General Meeting ("AGM").

On January 1, 2023, the Swiss corporate law reform entered into force. The Swiss corporate law reform aims at amending and refreshing the legal framework under which Swiss public and private corporations operate. The Swiss corporate law reform includes new provisions regarding share capital, shareholders rights, corporate governance, restructuring and other related rules. Alcon, as a Swiss company must adjust its articles of incorporation within a period of two years starting on January 1, 2023, to comply with the new Swiss corporate law.

Please note that this brochure highlights the proposed revisions of the Aol and shall be an integral part of the AGM invitation by way of reference. Only amended sections and paragraphs of the Aol are submitted for vote at this AGM. Unchanged parts of the Aol shall remain in force and effect. The French and English proposed amended versions of the Aol are available under: <https://investor.alcon.com/news-and-events/events-and-presentations/event-details/2023/2023-Annual-General-Meeting/default.aspx>. In case of any discrepancies, please note that the French version of the Aol shall prevail.

Our proposed Aol amendments follow the Swiss corporate law reform and corporate governance best practices with proposals regarding the share capital, shareholder rights and corporate governance. We believe that the proposed Aol amendments are beneficial to Alcon and to you, as a shareholder.

On behalf of the Board of Directors, we thank you for your continued trust in Alcon. We are grateful for your active voting in this year's AGM.

A handwritten signature in black ink, appearing to be 'F. Michael Ball'.

F. Michael Ball
Chair of the Board of Directors

In line with the Swiss corporate law reform, we are asking you to cast the following 6 votes:

Agenda item 9.1: Vote on the deletion of the current Article 4a and the introduction of a capital range (new Article 4a)

The Board of Directors proposes the deletion of the current Article 4a and the introduction of a capital range (by replacing the current Article 4a by a new Article 4a).

Agenda item 9.2: Vote on the introduction of a conditional share capital (new Article 4b)

The Board of Directors proposes the introduction of a conditional share capital (new Article 4b).

Agenda item 9.3: Vote on the amendment of the Aol regarding the share capital (Article 4 and new Article 4c)

The Board of Directors proposes the amendment of Article 4 and the introduction of a new Article 4c, including an anti-dilution mechanism, regarding the share capital.

Agenda item 9.4: Vote on the amendment of the Aol regarding shareholders matters (Article 9, Article 10 paragraph 2, Article 11 paragraph 1, Article 12, Article 17, Article 18 and Article 38)

The Board of Directors proposes the amendment of Article 9, Article 10 paragraph 2, Article 11 paragraph 1, Article 12, Article 17, Article 18 and Article 38 regarding shareholders matters.

Agenda item 9.5: Vote on the amendment of the Aol regarding the Board of Directors and related topics (Article 22 and Article 24 paragraph 1)

The Board of Directors proposes the amendment of Article 22 and Article 24 paragraph 1 regarding the Board of Directors and related topics.

Agenda item 9.6: Vote on the amendment of the Aol regarding compensation and related topics (Article 29 paragraph 4, Article 30, Article 33 and Article 34 paragraph 3 and paragraph 4)

The Board of Directors proposes the amendment of Article 29 paragraph 4, Article 30, Article 33 and Article 34 paragraph 3 and paragraph 4 regarding compensation and related topics.

9.1 Vote on the deletion of the current Article 4a and the introduction of a capital range (new Article 4a)

The Board of Directors proposes the deletion of the current Article 4a and the introduction of a capital range (by replacing the current Article 4a by a new Article 4a).

We propose the introduction of a capital range, which replaces the authorized capital under the Swiss corporate law reform, in lieu of the current Article 4a regarding the authority to issue shares for employee participation that lapsed in 2021. While the authorized capital solely provided for capital increases, the capital range enables the Board of Directors to increase or decrease, respectively, the issued share capital within an upper range and a lower range.

We therefore propose the deletion of the current Article 4a (Authorized share capital for employee participation plans) that expired on January 29, 2021. Such current Article 4a would be replaced by a new Article 4a (Capital range), in line with the Swiss corporate law reform which does no longer provide for authorized share capital but the capital range instead.

With the introduction of a capital range, the Board of Directors would be authorized, in its sole discretion, to increase Alcon's issued share capital in an amount corresponding to a maximum of 10% of the share capital (i.e. either currently 49,970,000 shares or 10% of the share capital at the time of the capital increase, whichever is lower) and/or decrease Alcon's issued share capital in an amount corresponding to a maximum of 5% of the share capital (i.e. currently 24,985,000 shares). The authority granted to the Board of Directors would be subject to a time limitation of 5 years. The introduction of a capital range would support an efficient capital structure management and may be used as an alternative type of financing in any future M&A. Also, if needed, the capital range would allow Alcon to source additional shares for employee participation schemes, as an alternative to the buyback of shares. The capital range that may be used for employee participation plans (new Article 4a paragraph 3(d)) shall however not exceed 5% of the issued share capital.

By way of illustration, based on today's share capital, a maximum capital increase of 10% of the share capital would represent an increase of 49,970,000 shares (i.e. CHF 1,998,800) up to a maximum total share capital of 549,670,000 shares (i.e. CHF 21,986,800). In case of a decrease in the share capital of maximum 5%, the share capital would be reduced by 24,985,000 shares (i.e. CHF 999,400) to a share capital of minimum 474,715,000 shares (i.e. CHF 18,988,600). In case of a decrease in the share capital before a subsequent increase in the share capital, such increase would be capped at 10% of the share capital at the time of the capital increase.

In connection with the introduction of the capital range, we propose under agenda item 9.3 the introduction of a new Article 4c that provides for an overall limitation of the exclusion of subscription and advance subscription rights and therefore limits any share dilution effect, should new shares be issued under the capital range and/or the conditional share capital (see agenda item 9.2 related to a new Article 4b). New Article 4c provides that any issuance of new shares (including in connection with any issuance under the conditional share capital) with dilutive effect be limited at all times to 10% of the issued share capital (i.e. either 49,970,000 shares with respect to today's share capital or 10% of the share capital at the time of the capital increase, whichever is lower). This number is not cumulative and shall be construed to cover any share issuance with dilutive effect, irrespective of whether shares are issued under the capital range (new Article 4a) and/or the conditional share capital (new Article 4b).

Proposed Introduction: entire new Article 4a

"Article 4a – Capital range

- (1) The Company has a capital range ranging from CHF 18,988,600 (lower limit) to CHF 21,986,800 (upper limit). The Board of Directors shall be authorized within the capital range to increase or reduce the share capital once or several times and in any amounts or to acquire or dispose of shares directly or indirectly, until May 5, 2028 or until an earlier expiry of the capital range. The capital increase or reduction may be effected by (A) issuing up to the lower of (i) 49,970,000 fully paid-in registered shares with a nominal value of CHF 0.04 each and (ii) 10% of the share capital at the time of the capital increase, or (B) cancelling up to 24,985,000 registered shares with a nominal value of CHF 0.04 each, as applicable, or by increasing or reducing the nominal value of the existing shares within the limits of the capital range or by simultaneous reduction and re-increase of the share capital.
- (2) In the event of a capital increase within the capital range, the Board of Directors shall, to the extent necessary, determine the issue price, the type of contribution (including cash contributions, contributions in kind, set-off and conversion of reserves or of profit carried forward into share capital), the date of issue, the conditions for the exercise of subscription rights and the beginning date for dividend entitlement. In this regard, the Board of Directors may issue new shares by means of a firm underwriting through a financial institution, a syndicate of financial institutions or another third party and a subsequent offer of these shares to the existing shareholders or third parties (if the subscription rights of the existing shareholders have been withdrawn or have not been duly exercised). The Board of Directors is entitled to permit, to restrict or to exclude the trade with subscription rights. The Board of Directors may permit the expiration of subscription rights that have not been duly exercised, or it may place such rights or shares as to which subscription rights have been granted, but not duly exercised, at market conditions or may use them otherwise in the interest of the Company.
- (3) In the event of a share issue, the Board of Directors is further authorized to withdraw or restrict subscription rights of existing shareholders and allocate such rights to third parties, the Company or any of its group companies:
 - (a) for raising equity capital in a fast and flexible manner, which would not be possible, or would only be possible with great difficulty or at significantly less favorable conditions, without the exclusion of the subscription rights of existing shareholders; or
 - (b) for the acquisition of companies, part(s) of companies or participations, for the acquisition of products, intellectual property or licenses by or for investment projects of the Company or any of its group companies, or for the financing or refinancing of any of such transactions through a placement of shares; or
 - (c) for purposes of broadening the shareholder constituency of the Company in certain financial or investor markets, for purposes of the participation of strategic partners including financial investors, or in connection with the listing of new shares on domestic or foreign stock exchanges; or
 - (d) for the participation of members of the Board of Directors, members of the executive management, employees, advisors or other persons performing services for the benefit of the Company or any of its group companies.
- (4) After a change of the nominal value, new shares shall be issued within the capital range with the same nominal value as the existing shares.
- (5) If the share capital increases as a result of the issuance of shares out of any conditional share capital, the upper and lower limits of the capital range shall increase in an amount corresponding to such increase in the share capital.
- (6) In the event of a reduction of the share capital within the capital range, the Board of Directors shall, to the extent necessary, determine the use of the reduction amount. The Board of Directors may also use the reduction amount for the partial or full elimination of a share capital shortfall in the sense of Art. 653p CO or may, in the sense of Art. 653q CO, simultaneously reduce and increase the share capital to at least the previous amount."

9.2 Vote on the introduction of a conditional share capital (new Article 4b)

The Board of Directors proposes the introduction of a conditional share capital (new Article 4b).

We propose the introduction of a conditional share capital for financing, acquisitions and other purposes (new Article 4b), which serves a similar concept as the capital range, namely the optimization of Alcon capital structure. Financial instruments, such as convertible notes, or similar instruments with share conversion mechanism, may be issued under the conditional share capital. With the introduction of a conditional share capital, the Board of Directors would be authorized to increase Alcon's issued share capital in an amount corresponding to a maximum of 10% of the share capital (i.e. 49,970,000 shares). The conditional share capital that may be used for employee participation plans (new Article 4b paragraph 4(d)) shall however not exceed 5% of the issued share capital.

By way of illustration, based on today's share capital, a 10% capital increase by way of a conditional share capital increase would represent a maximum increase of 49,970,000 shares (i.e. CHF 1,998,800), which would amount to a maximum share capital of 549,670,000 shares (i.e. CHF 21,986,800).

In connection with the introduction of a conditional share capital, we propose under agenda item 9.3 the introduction of a new Article 4c that provides for an overall limitation of the exclusion of subscription and advance subscription rights and therefore limits any share dilution effect, should new shares be issued under the capital range (see agenda item 9.1 related to a new Article 4a) and/or upon conversion under the conditional share capital. New Article 4c provides that any issuance of new shares (including in connection with any issuance under the capital range) with dilutive effect be limited at all times to 10% of the issued share capital (i.e. either 49,970,000 shares or 10% of the share capital at the time of the capital increase, whichever is lower). This number is not cumulative and shall be construed to cover any share issuance with dilutive effect, irrespective of whether shares are issued under the conditional share capital (new Article 4b) and/or the capital range (new Article 4a). In case of a decrease in the share capital pursuant to the new Article 4a before a subsequent increase in the share capital pursuant to the conditional share capital (new Article 4b), such increase would be capped at 10% of the share capital at the time of the capital increase. As explained above under agenda item 9.1, this new Article 4c serves exclusively the purpose of protecting shareholders' rights by limiting the dilutive effect of a share capital increase.

Proposed Introduction: entire new Article 4b

"Article 4b – Conditional share capital for financing, acquisitions and other purposes

- (1) The share capital may be increased in an amount not to exceed CHF 1,998,800 through the issuance of up to 49,970,000 fully paid-in registered shares with a nominal value of CHF 0.04 per share through the exercise or mandatory exercise of conversion, exchange, option, warrant, subscription or other rights to acquire shares or through obligations to acquire shares, which were granted to or imposed on shareholders or third parties alone or in connection with bonds, notes, options, warrants or other securities or contractual obligations of the Company or any of its group companies (hereinafter collectively the **Financial Instruments**).
- (2) The subscription rights of shareholders shall be excluded upon the exercise of any Financial Instruments in connection with the issuance of shares. The then-current owners of such Financial Instruments shall be entitled to acquire the new shares issued upon conversion, exchange or exercise of any Financial Instruments. The main conditions of the Financial Instruments shall be determined by the Board of Directors.
- (3) The declaration of acquisition of the shares based on this Article 4b shall refer to this Article 4b. A waiver of the right to acquire shares based on this Article 4b may also occur informally or by lapse of time; this also applies to the waiver of the exercise and forfeiture of this right.
- (4) The Board of Directors shall be authorized to restrict or withdraw advance subscription rights of shareholders in connection with the issuance of Financial Instruments by the Company or one of its group companies if (1) the bonds or similar instruments are issued on appropriate terms or (2) there is an important reason as follows:
 - (a) for raising equity capital in a fast and flexible manner, which would not be possible, or would only be possible with great difficulty or at significantly less favorable conditions, without the exclusion of the subscription rights or advance subscription rights of existing shareholders; or
 - (b) for the acquisition of companies, part(s) of companies or participations, for the acquisition of products, intellectual property or licenses by or for investment projects of the Company or any of its group companies, or for the financing or refinancing of any of such transactions through a placement of shares; or
 - (c) for purposes of broadening the shareholder constituency of the Company in certain financial or investor markets, for purposes of the participation of strategic partners including financial investors, or in connection with the listing of new shares on domestic or foreign stock exchanges; or
 - (d) for the participation of members of the Board of Directors, members of the executive management, employees, advisors or other persons performing services for the benefit of the Company or any of its group companies.
- (5) If the advance subscription rights are neither granted directly nor indirectly by the Board of Directors, the following shall apply:
 - (a) the acquisition price of the shares shall be set taking into account the market price prevailing at the date on which the Financial Instruments are issued; and
 - (b) the Financial Instruments may be converted, exchanged or exercised during a maximum period of 15 years from the date of the relevant issuance or entry."

9.3 Vote on the amendment of the Aol regarding the share capital (Article 4 and new Article 4c)

The Board of Directors proposes the amendment of Article 4 and the introduction of a new Article 4c regarding the share capital (Article 4 and new Article 4c).

Article 4 – Ordinary share capital:

In response to international criticism, the Swiss parliament has gradually abolished the concept of bearer shares. Bearer shares are shares that need not be registered under any specific business or person owner, but rather entitle the holder of the shares with full ownership rights of a share of the company. Unless one of the few exceptions apply, bearer shares are not permitted any longer in Switzerland. The deletion of Article 4 paragraph 2 related to the possible conversion of Alcon registered shares in bearer shares reflects and aligns with the Swiss corporate law reform. In line with best practice, the Board of Directors has decided to not make use of this option and, therefore, proposes to delete this provision.

Current Article 4	Article 4: Proposed Amendments
"(1) The share capital of the Company is CHF 19,988,000, fully paid-in and divided into 499,700,000 registered shares. Each share has a nominal value of CHF 0.04.	(+) "The share capital of the Company is CHF 19,988,000, fully paid-in and divided into 499,700,000 registered shares. Each share has a nominal value of CHF 0.04."
(2) Upon resolution of the General Meeting of Shareholders, registered shares may be converted into bearer shares and reversed bearer shares may be converted into registered shares."	(2) Upon resolution of the General Meeting of Shareholders, registered shares may be converted into bearer shares and reversed bearer shares may be converted into registered shares.

New Article 4c – Exclusion of subscription and advance subscription rights:

As explained above under agenda items 9.1 and 9.2, this new Article 4c serves exclusively the purpose of protecting shareholders' rights by limiting the dilutive effect of a share capital increase. Should the Board of Directors resolve to increase the share capital under the capital range (new Article 4a) and/or the conditional share capital (new Article 4b), the maximum number of shares that the Board of Directors could issue in aggregate with dilutive effect would be limited at all times to 10% of the issued share capital (i.e. either 49,970,000 shares or 10% of the share capital at the time of the capital increase, whichever is lower). This number is not cumulative and shall be construed to cover any share issuance with dilutive effect, irrespective of whether shares are issued under the capital range (new Article 4a) and/or the conditional share capital (new Article 4b).

Please note that the introduction of this new Article 4c will only be proposed to the shareholders for a vote at the Annual General Meeting and introduced in the Articles of Incorporation if both new Articles 4a and 4b are approved and introduced in the Articles of Incorporation.

Proposed Introduction: entire new Article 4c

"Article 4c – Exclusion of subscription and advance subscription rights

The total number of newly issued shares which may be issued with the exclusion or restriction of subscription rights and advance subscription rights (i) from the capital range pursuant to Article 4a of these Articles of Incorporation, and/or (ii) from the conditional share capital pursuant to Article 4b of these Articles of Incorporation, shall not exceed the lower of (i) 49,970,000 new shares or (ii) 10% of the share capital at the time of the capital increase."

9.4 Vote on the amendment of the Aol regarding shareholders matters (Article 9, Article 10 paragraph 2, Article 11 paragraph 1, Article 12, Article 17, Article 18 and Article 38)

The Board of Directors proposes the amendment of Article 9, Article 10 paragraph 2, Article 11 paragraph 1, Article 12, Article 17, Article 18 and Article 38 regarding shareholders matters.

Article 9 – General Meetings; a. Annual General Meeting:

Beginning in 2024, Swiss companies will have to prepare a report on non-financial matters that will also need to be submitted to shareholders approval, in addition to the annual report and the reports of the auditors. In order to cover this new report, as well as any future reports that the legislator may require in the future, we propose the introduction of a catch-all wording in this Article 9 (*“and any other reports required by law or the Articles of Incorporation”*).

Furthermore, pursuant to the Swiss corporate law reform, the annual report and the auditor's report (as well as any future other report required by law) shall be made available electronically to the shareholders and no longer need to be made available for inspection to the shareholders at the registered office of the company. The deletion proposed in this Article 9 reflects this change in law.

Current Article 9

“The Annual General Meeting of Shareholders shall be held each year within six months after the close of the financial year of the Company; at the latest twenty days before the meeting the annual report and the reports of the auditors shall be made available for inspection by the Shareholders at the registered office of the Company. Notification thereof may be made by way of a publication in the publication organs set forth in Article 38 of these Articles of Incorporation.”

Article 9: Proposed Amendments

“The Annual General Meeting of Shareholders shall be held each year within six months after the close of the financial year of the Company; at the latest twenty days before the meeting the annual report ~~and~~, the reports of the auditors ~~and any other reports required by law or the Articles of Incorporation~~ shall be made available ~~for inspection by~~ to the Shareholders ~~at the registered office of the Company~~. Notification thereof may be made by way of a publication in the publication organs set forth in Article 38 of these Articles of Incorporation.”

Article 10 paragraph 2 – General Meetings; b. Extraordinary General Meetings of Shareholders:

The Swiss corporate law reform introduces several changes enhancing shareholders rights, among which the right to call for an extraordinary General Meeting of Shareholders. Formerly, one or more shareholders holding 10% (one tenth) or more of the share capital were entitled to call for an extraordinary General Meeting of Shareholders. Newly, this limit is now set at 5% (one twentieth) of the share capital. The amendment proposed in this Article 10 paragraph 2 reflects this change in law.

Current Article 10 paragraph 2

“(2) Furthermore, Extraordinary General Meetings of Shareholders shall be convened upon resolution of a General Meeting of Shareholders or if it is required by one or more shareholders who are representing in the aggregate not less than one tenth of the share capital and submit a petition signed by such shareholder or shareholders specifying the items for the agenda and the proposals.”

Article 10 paragraph 2: Proposed Amendment

“(2) Furthermore, Extraordinary General Meetings of Shareholders shall be convened upon resolution of a General Meeting of Shareholders or if it is required by one or more shareholders who are representing in the aggregate not less than one ~~tenth~~ twentieth of the share capital and submit a petition signed by such shareholder or shareholders specifying the items for the agenda and the proposals.”

Article 11 paragraph 1 – Convening of General Meetings of Shareholders:

The proposed amendments in Article 11 paragraph 1 simply align with the wording proposed in Article 38. In particular, the new corporate law regime permits that General Meeting invitations be delivered in electronic form (i.e. any form that allows proof by text), which the proposed change in Article 38 paragraph 2 addresses. Alcon, however, intends to continue to deliver its General Meeting invitations as well as related materials via postal mail to the extent possible, unless shareholders opted for electronic communication.

Current Article 11 paragraph 1

“(1) General Meetings of Shareholders shall be convened by the Board of Directors at the latest twenty days before the date of the meeting. The meeting shall be convened by way of a notice appearing once in the official publication organs of the Company. Registered shareholders may also be informed by mail.”

Article 11 paragraph 1: Proposed Amendment

“(1) General Meetings of Shareholders shall be convened by the Board of Directors at the latest twenty days before the date of the meeting. The meeting shall be convened ~~by way of a notice appearing once in the official publication organs of the Company~~ in accordance with Article 38 paragraph 1 of these Articles of Incorporation. Registered shareholders may also be informed ~~by mail~~ in accordance with Article 38 paragraph 2 of these Articles of Incorporation.”

Article 12 – Agenda:

The amendments proposed in Article 12 materialize certain changes introduced by the Swiss corporate law reform, namely:

- Newly, one or more shareholders may request that an item be included in the agenda of a General Meeting of Shareholders, or that a proposal relating to an agenda item be included, if they hold shares with an aggregate nominal value corresponding to 0.5% at least of the share capital. Formerly, shareholders had to hold shares representing an aggregate nominal value of CHF 1 million;
- The amendment stating that “[...] a proposal relating to an agenda item be included in the notice convening the General Meeting of Shareholders [...]”, simply mirrors the wording introduced by the Swiss corporate law reform; and
- The term “audit” has been replaced by “investigation”, which the amendment in paragraph 2 of this Article 12 reflects accordingly.

Current Article 12

- “(1) One or more shareholders whose combined shareholdings represent an aggregate nominal value of at least CHF 1 million may demand that an item be included in the agenda of a General Meeting of Shareholders. Such a demand must be made in writing at the latest forty-five days before the meeting and shall specify the items and the proposals of such a shareholder.
- (2) No resolution shall be passed at a General Meeting of Shareholders on matters for which no proper notice was given. This provision shall not apply to proposals to convene an Extraordinary General Meeting of Shareholders or to initiate a special audit.”

Article 12: Proposed Amendments

- “(1) One or more shareholders whose combined shareholdings represent an aggregate nominal value of at least ~~CHF 1 million~~ 0.5 percent of the share capital may demand that an item be included in the agenda of a General Meeting of Shareholders or that a proposal relating to an agenda item be included in the notice convening the General Meeting of Shareholders. Such a demand must be made in writing at the latest forty-five days before the meeting and shall specify the items and the proposals of such a shareholder.
- (2) No resolution shall be passed at a General Meeting of Shareholders on matters for which no proper notice was given. This provision shall not apply to proposals to convene an Extraordinary General Meeting of Shareholders or to initiate a special ~~audit~~ investigation.”

Article 17 – Power of the General Meeting of Shareholders:

The Swiss corporate law reforms extends the competences granted to the General Meeting of Shareholders. The amendments proposed in this Article 17 serve the purpose of aligning with the text of the new regime.

As stated above, beginning in 2024, Swiss companies will have to prepare a report on non-financial matters that will be submitted to shareholders approval. In order to cover this new report, as well as any future reports that the legislature may require in the future, we also propose the introduction of a catch-all wording in letter (c) (*"and any other reports in accordance with the provisions of the law or the Articles of Incorporation"*).

Current Article 17

"The following powers shall be vested exclusively in the General Meeting of Shareholders:

- (a) To adopt and amend the Articles of Incorporation;
- (b) To elect and remove the members of the Board of Directors, the Chair of the Board of Directors, the members of the compensation committee, the Independent Proxy and the Auditors;
- (c) To approve the management report and the consolidated financial statements;
- (d) To approve the financial statements and to decide on the appropriation of available earnings shown on the balance sheet, in particular with regard to dividends;
- (e) To approve the aggregate amounts of compensation of the Board of Directors and the Executive Committee in accordance with Article 29 of these Articles of Incorporation;
- (f) To grant discharge to the members of the Board of Directors and to the members of the Executive Committee;
- (g) To decide on matters that are reserved by law or by the Articles of Incorporation to the General Meeting of Shareholders."

Article 17: Proposed Amendments

"The following powers shall be vested exclusively in the General Meeting of Shareholders:

- (a) To adopt and amend the Articles of Incorporation;
- (b) To elect and remove the members of the Board of Directors, the Chair of the Board of Directors, the members of the compensation committee, the Independent Proxy and the Auditors;
- (c) To approve the management report, ~~and~~ the consolidated financial statements, **the report on non-financial matters and any other reports in accordance with the provisions of the law or the Articles of Incorporation**;
- (d) To approve the financial statements and to decide on the appropriation of available earnings shown on the balance sheet, in particular with regard to dividends;
- (e) **To determine interim dividends and to approve the interim financial statements required for this purpose;**
- (f) **To resolve on the repayment of the statutory capital reserve;**
- ~~(e)~~ (g) To approve the aggregate amounts of compensation of the Board of Directors and the Executive Committee in accordance with Article 29 of these Articles of Incorporation;
- ~~(f)~~ (h) To grant discharge to the members of the Board of Directors and to the members of the Executive Committee;
- (i) **To decide on the delisting of the Company's equity securities;**
- ~~(g)~~ (j) To decide on matters that are reserved by law or by the Articles of Incorporation to the General Meeting of Shareholders."

Article 18 – Special quorum:

The Swiss corporate law reforms also extends the competences granted to the General Meeting of Shareholders as far as they require a special quorum. The amendments proposed in this Article 18 mirror the text of the new regime.

Furthermore, we propose the introduction of a catch-all wording in letter (o) to cover any future competences that may be reserved by law.

Current Article 18

"The approval of at least two-thirds of the votes represented is required for resolutions of the General Meeting of Shareholders on:

- (a) An alteration of the purpose of the Company;
- (b) The creation of shares with increased voting powers;
- (c) An implementation of restrictions on the transfer of registered shares and the removal of such restrictions;
- (d) An authorized or conditional increase of the share capital;
- (e) An increase of the share capital out of equity, by contribution in kind or for the purpose of an acquisition of property and the grant of special rights;
- (f) A restriction or suspension of rights of option to subscribe;
- (g) A change of location of the registered office of the Company;
- (h) The dissolution of the Company."

Article 18: Proposed Amendments

"The approval of at least two-thirds of the votes represented is required for resolutions of the General Meeting of Shareholders on:

- (a) An alteration of the purpose of the Company;
- (b) The combination of shares;
- ~~(b)~~ (c) The creation of shares with increased voting powers;
- (d) The change of the currency of the share capital;
- ~~(c)~~ (e) An implementation of restrictions on the transfer of registered shares and the removal of such restrictions;
- (f) The introduction of shares with privileged voting rights;
- ~~(d)~~ (g) ~~An authorized~~ The introduction of a ~~or~~ conditional increase of the share capital or the introduction of a capital range;
- ~~(e)~~ (h) An increase of the share capital ~~out of equity, by contribution in kind or for the purpose of an acquisition of property~~ through the conversion of equity surplus, against contributions in kind or by set-off against a claim and the grant of special rights;
- ~~(f)~~ (i) A restriction or suspension of rights of option to subscribe to new shares;
- (j) The delisting of the Company's equity securities;
- (k) A provision of the Articles of Incorporation on holding the General Meeting of Shareholders abroad;
- (l) The introduction of an arbitration clause in the Articles of Incorporation;
- ~~(g)~~ (m) A change of location of the registered office of the Company;
- ~~(h)~~ (n) The dissolution of the Company;
- (o) Any other matters that are reserved by law or by the Articles of Incorporation."

Article 38 – Publications:

The new corporate law regime permits that communication with shareholders, in particular General Meeting invitations, be delivered in electronic form (i.e. any form that allows proof by text), which the proposed change in this Article 38 paragraph 2 addresses. To note that Alcon intends to continue to deliver its General Meeting invitations as well as related materials via postal mail to the extent possible, unless shareholders opted for electronic communication.

Current Article 38

"Shareholder communications of the Company shall be made in the Swiss Official Gazette of Commerce. The Board of Directors may designate additional publication organs."

Article 38: Proposed Amendments

"(1) Shareholder communications of the Company shall be made in the Swiss Official Gazette of Commerce. The Board of Directors may designate additional publication organs.

(2) Notices of the Company to the shareholders may instead or in addition, at the election of the Board of Directors, be validly given by (i) mail, (ii) e-mail, or (iii) any other form that allows proof by text, to the most recent contact information of the shareholder or authorized recipient recorded."

9.5 Vote on the amendment of the Aol regarding the Board of Directors and related topics (Article 22 and Article 24 paragraph 1)

The Board of Directors proposes the amendment of Article 22 and Article 24 paragraph 1 regarding the Board of Directors and related topics.

Article 22 – Convening of meetings:

The Swiss corporate law reform now allows the Board of Directors to take action through electronic responses and communication. This serves the purpose of simplifying decision making processes and rendering the governance more efficient. The proposed amendment reflects this change in law.

Current Article 22	Article 22: Proposed Amendment
"The Chair shall convene meetings of the Board of Directors if and when the need arises or if a member so requires in writing."	"The Chair shall convene meetings of the Board of Directors if and when the need arises or if a member so requires in writing written form."

Article 24 paragraph 1 – Powers of the Board of Directors:

The proposed amendments in this Article 24 paragraph 1 aim at reflecting certain changes introduced by the Swiss corporate law reform, namely:

- the amendment regarding letter (f) provides for the report on non-financial matters, as well as for a catch-all wording for any other reports that the Board of Directors will be responsible for in the future;
- the amendment regarding letter (h) reproduces the new wording of the Swiss corporate law reform; and
- the amendment regarding letter (i) adjusts the wording to the revised numbering as set forth under the new regime.

Current Article 24 paragraph 1

- “(1) The Board of Directors has in particular the following non-delegable and inalienable duties:
- (a) The ultimate direction of the Company's business and issuing of the necessary directives;
 - (b) The determination of the organization of the Company;
 - (c) The determination of the principles of accounting, financial controlling and financial planning;
 - (d) The appointment and removal of the persons entrusted with the management and representation of the Company (including the CEO and the other members of the Executive Committee);
 - (e) The ultimate supervision of the persons entrusted with the management of the Company, specifically in view of their compliance with the law, Articles of Incorporation, regulations and directives;
 - (f) The preparation of the annual report and the compensation report and in accordance with the provisions of the law and the Articles of Incorporation;
 - (g) The preparations for the General Meeting of Shareholders and carrying out of the resolutions of the General Meeting of Shareholders;
 - (h) The notification to the court in the event of over-indebtedness; and
 - (i) The adoption of resolutions concerning increases in share capital to the extent that such power is vested in the Board of Directors (Article 651 paragraph 4 of the Swiss Code of Obligations), as well as resolutions concerning the confirmation of capital increases and respective amendments to the Articles of Incorporation.”

Article 24 paragraph 1: Proposed Amendments

- “(1) The Board of Directors has in particular the following non-delegable and inalienable duties:
- (a) The ultimate direction of the Company's business and issuing of the necessary directives;
 - (b) The determination of the organization of the Company;
 - (c) The determination of the principles of accounting, financial controlling and financial planning;
 - (d) The appointment and removal of the persons entrusted with the management and representation of the Company (including the CEO and the other members of the Executive Committee);
 - (e) The ultimate supervision of the persons entrusted with the management of the Company, specifically in view of their compliance with the law, Articles of Incorporation, regulations and directives;
 - (f) The preparation of the annual report ~~and~~, the compensation report, ~~the report on non-financial matters~~ and ~~any other reports~~ in accordance with the provisions of the law ~~and~~ ~~or~~ the Articles of Incorporation;
 - (g) The preparations for the General Meeting of Shareholders and carrying out of the resolutions of the General Meeting of Shareholders;
 - (h) The ~~submission of a petition for debt-restructuring moratorium and the~~ notification to the court in the event of over-indebtedness; and
 - (i) The adoption of resolutions concerning increases in share capital to the extent that such power is vested in the Board of Directors (~~Article 651 paragraph 4 of~~ ~~under~~ the Swiss Code of Obligations), as well as resolutions concerning the confirmation of capital increases and respective amendments to the Articles of Incorporation.”

9.6 Vote on the amendment of the Aol regarding compensation and related topics (Article 29 paragraph 4, Article 30, Article 33 and Article 34 paragraph 3 and paragraph 4)

The Board of Directors proposes the amendment of Article 29 paragraph 4, Article 30, Article 33 and Article 34 paragraph 3 and paragraph 4 regarding compensation and related topics.

Article 29 paragraph 4 – Approval of compensation by the General Meeting of Shareholders:

The Swiss corporate law reform clarifies that the compensation report must be subject to an advisory vote of the General Meeting of Shareholders if the variable compensation is approved prospectively. Alcon does so already.

The amendment proposed in Article 29 paragraph 4 reflects the wording used by the new corporate law regime.

Current Article 29 paragraph 4

“(4) The Board of Directors shall submit the compensation report to an advisory vote of the General Meeting of Shareholders.”

Article 29 paragraph 4: Proposed Amendment

“(4) ~~The~~ If variable compensation is approved prospectively, the Board of Directors shall submit the compensation report to an advisory vote of the General Meeting of Shareholders.”

Article 30 – Additional amount:

Until the entry into force of the Swiss corporate law reform, the compensation of individuals who became members of, or were promoted within, the Executive Committee could be increased in using the additional amount approved by the shareholders and anchored in the AoI in its Article 30.

The new regime clarifies that this additional amount cannot be used any longer to cover the compensation of existing Executive Committee members that are promoted within the Executive Committee. Newly, this additional amount may only be used for the additional compensation of individuals who become new members of the Executive Committee. The proposed deletion in this Article 30 reflects this change in law.

Current Article 30

"If the maximum aggregate amount of compensation already approved by the General Meeting of Shareholders is not sufficient to also cover the compensation of one or more members who become members of or are promoted within the Executive Committee during a compensation period for which the General Meeting of Shareholders has already approved the compensation of the Executive Committee, the Company or companies controlled by it shall be authorized to pay or grant to such member(s) an additional amount during the compensation period(s) already approved. The total additional amount for each relevant compensation period for which approval by the General Meeting of Shareholders has already been obtained shall not exceed (in full and not pro rata temporis) 40% of the aggregate amount of compensation of the Executive Committee last approved by the General Meeting of Shareholders per compensation period."

Article 30: Proposed Amendment

"If the maximum aggregate amount of compensation already approved by the General Meeting of Shareholders is not sufficient to also cover the compensation of one or more members who become members of ~~or are promoted within~~ the Executive Committee during a compensation period for which the General Meeting of Shareholders has already approved the compensation of the Executive Committee, the Company or companies controlled by it shall be authorized to pay or grant to such member(s) an additional amount during the compensation period(s) already approved. The total additional amount for each relevant compensation period for which approval by the General Meeting of Shareholders has already been obtained shall not exceed (in full and not pro rata temporis) 40% of the aggregate amount of compensation of the Executive Committee last approved by the General Meeting of Shareholders per compensation period."

Article 33 – Agreements with Members of the Board of Directors and of the Executive Committee:

The Swiss corporate law reform clarifies the fact that agreements with members of the Board of Directors may be entered into for the term of office only (i.e. they shall last until completion of the next Annual General Meeting of Shareholders only).

The Swiss corporate law reform also clarifies that consideration for non-competition obligations shall now be calculated based on the average compensation of the previous three financial years.

The proposed amendments in Article 33 reflect these two clarifications introduced by the new regime.

Current Article 33

- “(1) The Company or companies controlled by it may enter into agreements with members of the Board of Directors relating to their compensation for a fixed term of up to one year. The Company or companies controlled by it may enter into contracts of employment with members of the Executive Committee for a fixed term not exceeding one year or for an indefinite period of time with a notice period not exceeding 12 months.
- (2) Contracts of employment with members of the Executive Committee may contain a prohibition of competition for the time after the end of employment for a duration of up to one year. The annual consideration for such prohibition shall not exceed the total annual compensation (i.e. base salary and annual incentive) last paid to such member of the Executive Committee.”

Article 33: Proposed Amendments

- “(1) The Company or companies controlled by it may enter into agreements with members of the Board of Directors relating to their compensation for a ~~fixed-term-of-up-to-one-year~~ term of office lasting until completion of the next Annual General Meeting of Shareholders. The Company or companies controlled by it may enter into contracts of employment with members of the Executive Committee for a fixed term not exceeding one year or for an indefinite period of time with a notice period not exceeding 12 months.
- (2) Contracts of employment with members of the Executive Committee may contain a prohibition of competition for the time after the end of employment ~~for a duration of up to one year~~ if this is commercially justified. The ~~annual~~ consideration for such prohibition shall not exceed the ~~average of the~~ total ~~annual~~ compensation (i.e. base salary and annual incentive) ~~of the last three financial years~~ paid to such member of the Executive Committee.”

Article 34 paragraph 3 and paragraph 4 – Mandates outside of the Alcon Group:

The Swiss corporate law reform introduces clarification regarding the concept of outside mandates, that the proposed amendments in this Article 34 paragraph 3 and paragraph 4 reflect, namely:

- Formerly, the regulations captured mandates in the supreme governing body of a legal entity, i.e. board mandates only. The corporate reform newly covers also mandates in “*comparable functions*”, i.e. mandates in executive committees;
- The new regimes further clarifies that in-scope mandates are mandates in organizations with economic purpose only. Charitable organizations, therefore, shall not be captured any longer by the rule; and
- Lastly, we proposed a catch-all clause in paragraph 3 to cover similar organizations that may have an economic purpose.

Current Article 34 paragraph 3 and paragraph 4

“(3) The following mandates are not subject to these limitations:

- a) Mandates in companies which are controlled by the Company;
 - b) Mandates which a member of the Board of Directors or of the Executive Committee holds at the request of the Company or companies controlled by it. No member of the Board of Directors or of the Executive Committee shall hold more than 5 such mandates; and
 - c) Mandates in associations, charitable organizations, foundations, trusts and employee welfare foundations. No member of the Board of Directors or of the Executive Committee shall hold more than 10 such mandates.
- (4) Mandates shall mean mandates in the supreme governing body of a legal entity, which is required to be registered in the commercial register or a comparable foreign register. Mandates in different legal entities, which are under joint control, are deemed one mandate.”

Article 34 paragraph 3 and paragraph 4: Proposed Amendments

“(3) The following mandates are not subject to these limitations:

- a) Mandates in companies which are controlled by the Company;
 - b) Mandates which a member of the Board of Directors or of the Executive Committee holds at the request of the Company or companies controlled by it. No member of the Board of Directors or of the Executive Committee shall hold more than 5 such mandates; and
 - c) Mandates in associations, ~~charitable organizations,~~ foundations, trusts ~~and,~~ employee welfare foundations ~~and similar organizations~~. No member of the Board of Directors or of the Executive Committee shall hold more than 10 such mandates.
- (4) Mandates shall mean mandates in ~~the supreme governing body of a legal entity, which is required to be registered in the commercial register or a comparable foreign register~~ comparable functions at other organizations with an economic purpose. Mandates in different legal entities, ~~which~~ that are under joint control, ~~or same beneficial ownership~~ are deemed one (1) mandate.”

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To the shareholders of Alcon Inc.

Invitation to the Annual General Meeting of Alcon Inc.
SwissTech Convention Center (STCC), Rue Louis Favre 2,
1024 Ecublens, Switzerland
Friday, May 5, 2023, at 09:30 a.m. CEST
(doors open at 08:30 a.m. CEST)

Alcon

Agenda and Proposals of the Board of Directors

1. Approval of the operating and financial review of Alcon Inc., the annual financial statements of Alcon Inc. and the consolidated financial statements for 2022

Proposal

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 2022 be approved, acknowledging the reports of the statutory auditors.

Comment: Pursuant to our Articles of Incorporation, the Annual General Meeting has the competence to approve the operating and financial review of Alcon Inc., the annual financial statements of Alcon Inc. and the consolidated financial statements for 2022.

2. Discharge of the members of the Board of Directors and the members of the Executive Committee

Proposal

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 2022 financial year.

Comment: Pursuant to our Articles of Incorporation, the Annual General Meeting has the competence to approve the discharge of the members of the Board of Directors and the members of the Executive Committee.

3. Appropriation of earnings and declaration of dividend as per the balance sheet of Alcon Inc. of December 31, 2022

Proposal

(CHF thousands)

Balance brought forward from previous year	17,549,332
Dividend paid during the year	(98,326)
Net income for the year	235,176
Earnings available to the Annual General Meeting	17,686,182

The Board of Directors **proposes** that:

- out of the earnings available to the Annual General Meeting, a gross dividend of CHF 0.21 per dividend-bearing share be declared while shares held by the Alcon Group will not be entitled to a dividend payment; and
- the remaining amount of available earnings, after appropriation of the proposed dividend, be carried forward.

Comment: Pursuant to our Articles of Incorporation, the Annual General Meeting has the competence to approve the appropriation of retained earnings and declaration of dividend. Calculated on the total number of issued shares of 499,700,000, the proposed dividend corresponds to a maximum total amount of CHF 104,937,000. No dividend is paid on shares held by the Alcon Group. The first trading day ex-dividend is expected to be May 10, 2023, and the payout date in Switzerland is expected to be on or around May 12, 2023. The Swiss withholding tax of 35% will be deducted from the gross dividend amount.

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

4.1 Consultative vote on the 2022 Compensation Report

Recommendation

The Board of Directors **recommends** that the 2022 Compensation Report be accepted (non-binding consultative vote).

Comment: Pursuant to our Articles of Incorporation, the Board of Directors shall submit the 2022 Compensation Report to a consultative vote of the shareholders. The 2022 Compensation Report can be found in pages 78-107 of the 2022 Annual Report. Please also refer to the enclosed "Say-on-Pay" brochure for further explanations.

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 2023 Annual General Meeting to the 2024 Annual General Meeting

Proposal

The Board of Directors **proposes** that shareholders approve the maximum aggregate amount of compensation of the Board of Directors covering the period from the 2023 Annual General Meeting to the 2024 Annual General Meeting in the amount of CHF 3,900,000.

Comment: Pursuant to our Articles of Incorporation, the Annual General Meeting has the competence to vote on the compensation of the Board of Directors. Please refer to the enclosed "Say-on-Pay" brochure for further explanations.

4.3 Binding vote on the maximum aggregate amount of compensation of the Executive Committee for the following financial year, i.e. 2024

Proposal

The Board of Directors **proposes** that shareholders approve the maximum aggregate amount of compensation of the Executive Committee for the 2024 financial year in the amount of CHF 41,900,000.

Comment: Pursuant to our Articles of Incorporation, the Annual General Meeting has the competence to vote on the compensation of the Executive Committee. Please refer to the enclosed "Say-on-Pay" brochure for further explanations.

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

Proposal

The Board of Directors **proposes** the re-election of the current members of the Board of Directors, each for a term of office of one year extending until completion of the 2024 Annual General Meeting.

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

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

5.3 Re-election of Raquel C. Bono (as Member)

5.4 Re-election of Arthur Cummings (as Member)

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

5.6 Re-election of Thomas Glanzmann (as Member)

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

5.8 Re-election of Scott Maw (as Member)

5.9 Re-election of Karen May (as Member)

5.10 Re-election of Ines Pöschel (as Member)

5.11 Re-election of Dieter Spälti (as Member)

Comment: Pursuant to our Articles of Incorporation, the Annual General Meeting has the competence to elect the Chair and the members of the Board of Directors. The term of office for all members of the Board of Directors expires at the completion of the Annual General Meeting on May 5, 2023. All current members of the Board of Directors are standing for re-election. The re-elections of the members of the Board of Directors shall be effected on an individual basis. Information on the professional background of the current members of the Board of Directors can be found in the 2022 Annual Report, available at <https://investor.alcon.com/financials/annual-reports/default.aspx>.

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

Proposal

The Board of Directors **proposes** the re-election of the current members of the Compensation Committee, each for a term of office of one year extending until completion of the 2024 Annual General Meeting.

6.1 Re-election of Thomas Glanzmann

6.2 Re-election of Scott Maw

6.3 Re-election of Karen May

6.4 Re-election of Ines Pöschel

Comment: Pursuant to our Articles of Incorporation, the Annual General Meeting has the competence to elect the members of the Compensation Committee. All current members of the Compensation Committee are standing for re-election. The re-elections shall be effected on an individual basis. The Board of Directors intends to re-designate Karen May as Chair of the Compensation Committee, subject to her re-election as a member of the Board of Directors and member of the Compensation Committee.

7. Re-election of the independent representative

Proposal

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 2024 Annual General Meeting.

Comment: Pursuant to our Articles of Incorporation, the Annual General Meeting has the competence to elect the independent representative.

8. Re-election of the statutory auditors

Proposal

The Board of Directors **proposes** the re-election of PricewaterhouseCoopers SA, Geneva, as statutory auditors for the 2023 financial year.

Comment: Pursuant to our Articles of Incorporation, the Annual General Meeting has the competence to elect the statutory auditors.

9. Amendments to the Articles of Incorporation

Proposal

The Board of Directors **proposes** that the Articles of Incorporation of Alcon Inc. be amended in line with the Swiss corporate law reform, that entered into force on January 1, 2023, and best corporate governance practices, as follows:

- 9.1 Deletion of the current Article 4a and introduction of a capital range (new Article 4a)
- 9.2 Introduction of a conditional share capital (new Article 4b)
- 9.3 Share capital (Article 4 and new Article 4c)
- 9.4 Shareholders matters (Article 9, Article 10 paragraph 2, Article 11 paragraph 1, Article 12, Article 17, Article 18 and Article 38)
- 9.5 Board of Directors and related topics (Article 22 and Article 24 paragraph 1)
- 9.6 Compensation and related topics (Article 29 paragraph 4, Article 30, Article 33 and Article 34 paragraph 3 and paragraph 4)

Comment: Pursuant to our Articles of Incorporation, the Annual General Meeting has the competence to amend the Articles of Incorporation. Please refer to the enclosed brochure "Amendments to the Articles of Incorporation of Alcon Inc." for further explanations. The votes shall be effected on an individual basis. Please note that the introduction of the new Article 4c will only be proposed to the shareholders for a vote at the Annual General Meeting and introduced in the Articles of Incorporation if both new Articles 4a and 4b are approved and introduced in the Articles of Incorporation. The French and English proposed amended versions of the Articles of Incorporation are available under: <https://investor.alcon.com/news-and-events/events-and-presentations/event-details/2023/2023-Annual-General-Meeting/default.aspx>. In case of any discrepancies, please note that the French version of the Articles of Incorporation shall prevail.

Fribourg, March 30, 2023

Alcon Inc.

Board of Directors

Enclosures:

- Registration form with reply envelope
- Brochure "Say-on-Pay"
- Brochure "Amendments to the Articles of Incorporation of Alcon Inc."

Organizational Topics

No Trading Restriction on Shares of Alcon Inc.

The registration of shareholders for voting purposes does not affect the trading of shares held by registered shareholders before, during or after the Annual General Meeting.

Annual Report

The Annual Report is available electronically at <https://investor.alcon.com/financials/annual-reports/default.aspx>.

The invitation including the agenda and the proposals of the Board of Directors, along with the brochure "Say-on-Pay" and the brochure "Amendments to the Articles of Incorporation of Alcon Inc." will be mailed directly to shareholders who are registered in the Company's share register with the right to vote.

Registration and Admission Cards

Shareholders entered in the share register with the right to vote on April 18, 2023 are entitled to vote in the Annual General Meeting. These shareholders may authorize Hartmann Dreyer Attorneys-at-Law to act as their independent representative either by using the reply form enclosed or electronically (e-voting). The reply form or a corresponding electronic notification must reach the independent representative no later than May 2, 2023.

Proxy/Voting

If you cannot attend our Annual General Meeting in person, you may:

a) authorize Hartmann Dreyer Attorneys-at-law to act as your independent representative;

or

b) arrange to be represented by means of a written proxy by a third person who does not need to be a shareholder.

Electronic Authorization/Voting and Instructions to the Independent Representative (e-voting)

Shareholders may register by using the e-voting platform via www.gvote.ch to either request an admission card, appoint a proxy or issue voting instructions to the independent representative.

The requisite login details are enclosed in the reply form. Personalized login details remain valid. Shareholders may submit voting instructions electronically, or change any instructions that they may have communicated electronically, up to but no later than 11:59 p.m. on May 2, 2023.

Additionally, holders of shares in the United States should follow the instructions provided by their brokers, trustees, nominees or the Company's transfer agent, as applicable.

Speakers' Desk

Shareholders who wish to speak are requested to notify the speakers' desk near the podium before the Annual General Meeting begins.

Mobile Phones

Please switch off your mobile phones during the Annual General Meeting.

Translation

The Annual General Meeting will be conducted primarily in English. Simultaneous translation into French and German will be available.

Means of Transport

Shareholders are requested to use public transport since parking facilities at the STCC are limited.

Public Transport

From the train station in Lausanne to STCC in Lausanne, please use the metro "M2" to "Croisettes" and get off at the stop "Lausanne-Flon". Then please use the metro "M1" to "Renens-Gare" and get off at the stop "EPFL". The journey is around 21 minutes. Metro "M2" is available every 2 to 5 minutes. Metro "M1" is available every 5 to 7.5 minutes.

From the train station in Renens to STCC in Lausanne, please use the metro "M1" to "Lausanne-Flon" and get off at the stop "EPFL". The journey is around 6 minutes. Metro "M1" is available every 5 to 7.5 minutes.

Leaving the Annual General Meeting Early

Shareholders who leave the Annual General Meeting early are requested to hand in their unused voting materials and the electronic voting unit on their way out.

Contact Us

Alcon Inc.

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Switzerland

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<https://investor.alcon.com/home/default.aspx>