



## To the Shareholders of Alcon Inc.

Invitation to the Annual General Meeting of Alcon Inc.

Forum Fribourg, Route du Lac 12,  
1763 Granges-Paccot/Fribourg,  
Switzerland

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



# 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 2019

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

## 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 2019 financial year.

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

### Proposal

(CHF thousands)

Balance brought forward from previous year	CHF	74,846
Contribution to free reserves for the year	CHF	17,194,459
Net income for the year	CHF	11,285
<b>Earnings available to the Annual General Meeting</b>	<b>CHF</b>	<b>17,280,590</b>

The Board of Directors **proposes** that:

- out of the earnings available to the Annual General Meeting, a gross dividend of CHF 0.19 per dividend-bearing share be declared while treasury shares will not be entitled to a dividend payment;
- out of the remaining amount of available earnings, after appropriation of the proposed dividend, an amount of CHF 9,784,000 be allocated to the general reserve, and
- the remaining amount of available earnings, after appropriation of the proposed dividend and allocation to the general reserve, be carried forward.

Comment: Calculated on the total number of issued shares of 491,700,000, the proposed dividend corresponds to a maximum total amount of CHF 93,423,000. The first trading day ex-dividend is expected to be May 12, 2020, and the payout date in Switzerland is expected to be on or around May 14, 2020. 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 2019 Compensation Report

#### Proposal

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

Comment: The 2019 Compensation Report can be found in pages 87-117 of the 2019 Annual Report. Please also refer to the enclosed "Say-on-Pay" brochure for further explanation.

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

#### 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 2020 Annual General Meeting to the 2021 Annual General Meeting in the amount of CHF 3,320,000.

Comment: Please refer to the enclosed "Say-on-Pay" brochure for further explanation.

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

#### Proposal

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

Comment: Please refer to the enclosed "Say-on-Pay" brochure for further explanation.

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

#### Proposal

The Board of Directors **proposes** that the individuals presented below be re-elected as members to the Board of Directors for a term of office of one year extending until completion of the 2021 Annual General Meeting:

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 Arthur Cummings, M.D. (as Member)

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

5.5 Re-election of Thomas Glanzmann (as Member)

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

5.7 Re-election of Scott Maw (as Member)

5.8 Re-election of Karen May (as Member)

5.9 Re-election of Ines Pöschel (as Member)

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

Comment: The term of office for all members of the Board of Directors expires at the completion of the Annual General Meeting on May 6, 2020. All current members of the Board of Directors are standing for re-election. The re-election 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 2019 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** that the current members of the Compensation, Governance and Nomination Committee be re-elected to form the newly created Compensation Committee for a term of office of one year extending until completion of the 2021 Annual General Meeting.

#### 6.1 Re-election of Thomas Glanzmann

#### 6.2 Re-election of D. Keith Grossman

#### 6.3 Re-election of Karen May

#### 6.4 Re-election of Ines Pöschel

Comment: In February 2020, the Board of Directors resolved that, effective as of the date of this Annual General Meeting, i.e. May 6, 2020, the Compensation, Governance and Nomination Committee will be split into two distinct committees, i.e. a Compensation Committee and a Governance and Nomination Committee. All current members of the Compensation, Governance and Nomination Committee are standing for re-election to form the newly created Compensation Committee. The re-election shall be effected on an individual basis. The Board of Directors intends to designate Karen May as Chair of the newly created Compensation Committee, subject to her re-election as a member of the Board of Directors and member of the newly created 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 736, 1701 Fribourg, Switzerland, as independent representative for a term of office of one year extending until completion of the 2021 Annual General Meeting.

## 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 2020 financial year.

Fribourg, April 2, 2020  
Alcon Inc.  
Board of Directors

Enclosures:      - Registration form with reply envelope  
                      - Brochure "Say-on-Pay"

# Organizational topics

## IMPORTANT INFORMATION RELATING TO COVID-19 OUTBREAK

Due to the global coronavirus (COVID-19) outbreak, the Federal Council has categorized the current situation in Switzerland as extraordinary under the terms of the Epidemics Act and, accordingly, has enacted new measures to prevent the spread of the coronavirus under COVID-19 Ordinance 2, as amended on March 16, 2020. Among other measures, the Federal Council has now banned all public and private events in Switzerland and allowed companies to impose on their shareholders the ability to exercise their rights exclusively through voting instructions to the independent proxy.

In accordance with the COVID-19 Ordinance 2, the Board of Directors ordered that all shareholders shall exercise their rights at the Annual General Meeting exclusively by sending in voting instructions to the independent representative, Hartmann Dreyer Attorneys-at-Law. Shareholders will no longer be granted access to the meeting room on the day of the meeting.

### Registration

Shareholders entered in the share register with the right to vote on April 27, 2020 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 notification must reach the Company no later than April 30, 2020.

### Electronic instructions to the independent representative (e-voting)

Shareholders may register by using the e-voting platform via Investor Portal to issue voting instructions to the independent representative.

The requisite login details are enclosed in the reply form. Personalized login details will remain valid. Shareholders may submit voting instructions electronically, or change any instructions they may have communicated electronically, up to but no later than 11:59 p.m. on April 30, 2020.

### 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 to the shareholders for examination at the Company's head office at Rue Louis-d'Affry 6, 1701 Fribourg, Switzerland. The invitation, including the agenda and the proposals of the Board of Directors, will be mailed directly to shareholders who are registered in the Company's share register with the right to vote. The Annual Report will be mailed upon request for free. The Annual Report is also available electronically under <https://investor.alcon.com/financials/annual-reports/default.aspx>.

## Contact us

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