

Invitation to the Annual General Meeting, 31 March 2010

To the Shareholders of Lonza Group Ltd, Basel

Ladies and Gentlemen

The Board of Directors of Lonza Group Ltd, Basel, is pleased to invite you to the Annual General Meeting, to be held on:

**Wednesday, 31 March 2010, at 10.30 am (doors open at 9.30 am)
at the Congress Center Messe Basel, Messeplatz 21, CH-4058 Basel**

(Translation: The original German text prevails)

Agenda

1. Consolidated Financial Statements of Lonza Group for 2009, Report of the Statutory Auditors

Proposal of the Board of Directors:

Approval of the 2009 Consolidated Financial Statements,
taking note of the Report of the Statutory Auditors

2. Annual Activity Report and Financial Statements of Lonza Group Ltd for 2009, Report of the Statutory Auditors

Proposal of the Board of Directors:

Approval of the Annual Activity Report and Financial Statements for 2009,
taking note of the Report of the Statutory Auditors

3. Remuneration Report

Proposal of the Board of Directors

Approval of the Remuneration Report – this vote is purely consultative.

4. Appropriation of Available Earnings

Proposal of the Board of Directors:

Available earnings brought forward CHF 1 495 985 580

Profit for the year CHF 96 490 269

Available earnings at the disposal of the Annual General Meeting CHF 1 592 475 849

Payment of a dividend of CHF 1.75 per share on the
share capital eligible for dividend of CHF 52 233 782 (CHF 91 409 119)

Available earnings carry-forward CHF 1 501 066 730

5. Ratification of the Acts of the Members of the Board of Directors

Proposal of the Board of Directors:

Ratification of the acts of the members of the Board of Directors

6. Amendments of the Articles of Association

Proposal of the Board of Directors:

The Articles of Association¹ shall be amended as follows:

Present version

Article 5 Share Certificates

¹ The Company is entitled, though not obliged, to issue certificates for registered shares at any time, and, with the consent of the shareholder, to cancel without replacement certificates that are surrendered to it

² Shareholders may, at any time, require the Company to issue a voucher for the registered shares in their possession. However, shareholders are not entitled to demand the printing and supply of certificates for registered shares.

³ Certificateless registered shares, as well as the rights arising therefrom, can only be transferred by assignment. The assignment must be notified to the Company for it to become valid. The bank, at which the shareholder holds the transferred registered shares as book entries, may be notified by the Company about the assignment.

⁴ Certificateless registered shares and the rights arising and the rights arising therefrom may only be pledged, by means of a written deed of pledge, as security in favor of the bank at which they are held as book entries by the holder of registered shares. In such cases, it is not necessary to notify the Company.

C. Statutory Auditors and Corporate Auditors

Article 21 Terms of office, powers and duties

The powers and duties assigned to them by law are incumbent upon Statutory Auditors and Corporate Auditors, both of whom are elected annually by the Ordinary Shareholders' Meeting.

VII. Contribution in Kind

VIII. Intended Asset Acquisition

Requested new version

Article 5 Shares

¹ Under the reservation of para 2 the registered shares of the Company will be constructed as uncertified securities (in the sense of the Swiss Code of Obligations) and book entry securities (in the sense of the Federal Law on Book Entry Securities). As far as Swiss law is applicable they may only be transferred in accordance with the Federal Law on Book Entry Securities.

² After entry in the share register the shareholder may at any time request from the Company a confirmation on the owned registered shares. Nevertheless, the shareholder is not entitled to receive printed documents of the registered shares. The Company is at any time free to print and deliver documents of the registered shares (as single documents, certificates or in the form of a global certificate). The Company may withdraw registered shares in the form of book entry securities from the respective safe-keeping system. With the consent of the shareholder, restituted documents may be invalidated without substitution by the Company.

C. Statutory Auditors

Article 21 Terms of office, powers and duties

The powers and duties assigned to it by law are incumbent upon the Statutory Auditors, which are elected annually by the Ordinary Shareholders' Meeting.

The deletions result from the December 16, 2005 revision of the corporate law, in force since January 1, 2009.

VII. Contribution in Kind

VIII. Intended Asset Acquisition

Chapters VII. (Contribution in Kind) and VIII. (Intended Asset Acquisition) with their respective Articles 27–31 are without substitution deleted in accordance with Art. 628 para 4 CO.

¹ <http://www.lonza.com/group/en/company/about/governance/articles.html>

7. Elections to the Board of Directors

Proposal of the Board of Directors:

Re-election of Dame Julia Higgins, Patrick Aebischer, Gerhard Mayr, Rolf Soiron, Sir Richard Sykes and Peter Wilden each for a one-year term

8. Election of the Statutory Auditors

Proposal of the Board of Directors:

Re-election of KPMG Ltd, Zurich, for the 2010 fiscal year

The **Annual Report** with the reports of the Statutory Auditors, is as of today available for inspection by the shareholders at the domicile of the Company at Muenchensteinerstrasse 38, Basel. Shareholders may order the Annual Report including the reports of the Statutory Auditors as well as the Activity Report directly on the following link of our website: <http://www.lonza.com/publications.html>.

Shareholders who intend to personally attend the Annual General Meeting are kindly asked to return the enclosed order form for the admission ticket and voting material. Admission ticket and voting material will be mailed as from 19 March 2010. The status of the entries in the stock ledger on 18 March 2010, 05.00 pm, will be relevant for the determination of the respective voting rights. Shareholders who have sold their shares prior to the Annual General Meeting are no longer entitled to vote.

Power of Attorney: Shareholders can arrange representation at the Annual General Meeting through their legal representative or, by means of written proxy, through another shareholder entitled to vote, our Company or an assignee of proxy votes for deposited shares. They may also appoint Mr. Daniel Plüss, LL.M., Attorney-at-Law, c/o ThomannFischer, Elisabethenstrasse 30, P.O. Box 632, CH-4010 Basel, as independent proxy in accordance with Art. 689c of the Swiss Code of Obligations (CO). In this case, shareholders are requested to send their written instructions regarding votes and elections to Mr. Daniel Plüss. In the absence of such instructions he will cast their votes in favour of the proposals of the Board of Directors.

If shareholders sign and return their Power of Attorney to the Company without designating a proxy, they will be represented by Officers of the Company who are also shareholders with voting rights; their votes will be cast in favour of the proposals of the Board of Directors. Powers of Attorney containing different instructions will be forwarded to the independent proxy, Mr. Daniel Plüss.

Assignees of proxy votes for deposited shares in accordance with Art. 689d CO are requested to notify the Company in due time – and at the latest on 29 March 2010, 08.00 am – regarding the number of shares deposited with them. Proxy voting powers can be assigned to institutes conforming to the Federal Law of 8 November 1934 on Banks and Savings Banks, as well as to professional investment managers.

Please note that Order Form and Power of Attorney together with any special instructions must be in the hands of Lonza Group Ltd, the mandated bank or Mr. Daniel Plüss **by 29 March 2010, 08.00 am, at the latest.**

Basel, 9 March 2010

On behalf of the Board of Directors

The Chairman

Rolf Soiron

