

MINUTES OF THE 30th ANNUAL GENERAL MEETING OF NOVARTIS AG

Date: Friday, March 6, 2026 **Start:** 10.00 a.m.

Place: St. Jakobshalle Basel

The Chair of the Board of Directors, Giovanni Caforio, opens the 30th Annual General Meeting and takes the chair. Among those present, he welcomes:

- the attending members of the Board of Directors and the Executive Committee;
- the representatives of the statutory auditor, KPMG AG;
- Andrea Schmutz, the public notary; and
- Peter Andreas Zahn, the independent proxy.

He notes that the Annual General Meeting has been duly convened by publication in the Swiss Official Gazette of Commerce No. 24 on February 5, 2026, with the complete list of agenda items announced. Proper and timely notice having been given, the General Meeting is able to pass resolutions on all agenda items. Further, he informs shareholders that, unless otherwise required by law, resolutions and elections are decided by an absolute majority of the votes represented and that all resolutions are conducted electronically.

Giovanni Caforio announces on behalf of the independent proxy that on Wednesday, March 4, 2026, the latter provided the Board of Directors with aggregated information on the voting instructions received.

Giovanni Caforio then appoints Charlotte Pamer as secretary of the meeting and Martin Kesselring (UBS AG), Olga Nieto (Citibank AG), and Alexandra Scriba (Cantonal Bank of Zurich) as vote counters.

In his speech, Giovanni Caforio addresses the key influences and decisions that shaped Novartis over the past year. He thanks the departing Board member, Daniel Hochstrasser, for his service and welcomes Charles Swanton as the proposed new member of the Board of Directors. Vasant Narasimhan then shares more insights on the results of the past year and provides an outlook on the expected development of Novartis.

Charlotte Pamer thereafter announces the attendance: A total of 1,554 shareholders or their representatives as well as the independent proxy are present. In total, they represent 1,249,402,658 votes, corresponding to 59.15% of the 2,112,421,867 issued shares.

The votes represented are distributed as follows:

- | | |
|---------------------------------------|---------------------|
| • Independent proxy | 1,238,967,609 votes |
| • Shareholders present or represented | 10,435,049 votes |

Agenda item 1: Votes on the financial and nonfinancial reporting for the 2025 financial year

1.1 Approval of the operating and financial review of Novartis AG, the financial statements of Novartis AG and the consolidated financial statements for the 2025 financial year

The Board of Directors proposes approval of the operating and financial review of Novartis AG, the financial statements of Novartis AG and the consolidated financial statements for the 2025 financial year. The auditor KPMG AG, Basel, has audited the financial statements of Novartis AG and the consolidated financial statements of the Novartis Group and in the auditor's reports recommends approving them. KPMG AG does not have any additions to its report.

1.2 Advisory vote on the report on nonfinancial matters for the 2025 financial year

The Board of Directors proposes endorsement of the report on nonfinancial matters for the 2025 financial year in an advisory vote. KPMG AG, Basel, has provided an independent practitioner's limited assurance report on selected sustainability information specified in the report on nonfinancial matters.

Giovanni Caforio opens the discussion on agenda items 1.1 and 1.2.

Vincent Kaufmann (representative Ethos Fondation) acknowledges the strong financial performance of Novartis, including a 17% profit increase and a top ranking in the Access to Medicine Index. However, he expresses concerns about the CEO's compensation of nearly CHF 25 million in 2025, highlighting its disproportionate scale, as it is almost 300 times the Swiss median salary and far above compensation levels at comparable Swiss and European companies. Vincent Kaufmann further points out that the CEO pay has nearly tripled since 2018, contrary to previous assurances that excessive compensation practices would end and warned of potential reputational damage. While recognizing the need for competitive pay, he argues that the current remuneration system disproportionately favors management and is misaligned with shareholder interests. He therefore calls for limiting variable compensation, benchmarking primarily against Swiss or European companies, increasing the share of qualitative performance-based metrics, and integrating measurable sustainability targets into long term incentives. Until such reforms are implemented, he asks shareholders to vote against agenda items 5.1 to 5.3.

Giovanni Caforio thanks Mr. Kaufmann for his comments and addresses the concerns raised regarding the CEO compensation. He explains that Novartis benchmarks remuneration against a global peer group, as the company competes internationally for talent, including in Europe and in the United States. He states that the CEO's target compensation is positioned between the 25th and 50th percentile of the global peer group and remains anchored in the identity of Novartis as a European company. Further, Giovanni Caforio highlights that the remuneration system is performance based, with the long-term incentive plan tied to measurable multi-year financial objectives and total shareholder return. During the current CEO's tenure, payouts under this plan ranged from 57% to 188%, reflecting a strong correlation between pay and performance, including a payout of 188% in 2025 when shareholder return reached 84%. Giovanni Caforio closes by confirming that Novartis will continue its dialogue with shareholders around this topic.

Rolf Kurath (representative Actares) congratulates Novartis on its strong results. He then highlights three areas where Actares sees a need for improvement: communication, human resources practices, and transparency. He calls for more substantive and respectful communication with Swiss authorities, expressing concerns about the company's alignment with recent US policy dynamics and the lack of clarity around drug pricing. On remuneration, he criticizes the level of executive pay and questions whether employees are satisfied with their working conditions. Regarding the restructuring of the Novartis site in Stein, he expects the company to show greater social responsibility and to avoid layoffs. Finally, he notes that certain ESG data, specifically regarding staff engagement, water usage, and waste metrics can no longer be found in the latest report on nonfinancial matters but is only available on the Novartis website which should be looked at. He concludes by thanking shareholders and encouraging the Board to consider Actares' remarks as constructive feedback.

Giovanni Caforio thanks Mr. Kurath for his ESG-related remarks, highlighting the transition to a new nonfinancial report, aligned with Swiss regulations and CSRD, with some ESG metrics updated or relocated, and reaffirms the commitment of Novartis to transparency. When it comes to the US, Giovanni Caforio explains that Novartis must engage closely with the US, its largest market, while maintaining a collaborative approach with governments globally, including Switzerland, to ensure fair pricing for innovation. Giovanni Caforio acknowledges complexities around net prices but stresses the need for Europe and Switzerland to better recognize the value of new medicines. With regards to the Stein site, Giovanni Caforio confirms continued investment of Novartis in advanced manufacturing and cell therapies, while also noting that some operations will be shifted, with Novartis actively managing the impact on employees through ongoing consultations.

On the topic of employee engagement, Vasant Narasimhan explains that Novartis conducts quarterly engagement surveys, which consistently show very positive results. Novartis ranks among the top employers across sectors and among the very best in the pharmaceutical industry regarding how employees perceive their work environment. He reassures shareholders that employee engagement is taken very seriously and that all indicators point to a highly engaged workforce.

Anna Zweidler-Mägli expresses appreciation for the company's strategic direction towards personalized medicine and acknowledges the leadership of Novartis in the field. However, she criticizes the decision to lay off around 500 Novartis employees in Stein, especially amid a widespread shortage of qualified personnel. She urges the company to demonstrate resilience by retraining and redeploying employees, preserving essential know-how in Switzerland, and considering alternatives to layoffs.

Giovanni Caforio acknowledges the comments made, noting that many points have already been addressed, emphasizing that the concerns are taken seriously. He adds that constructive discussions are ongoing in Stein and assures that Novartis is aware of the significance of its decisions.

Gaudenzio Roveda asks for clarification on earlier statements regarding the Novartis subsidiary Advanced Accelerator Applications S.A. (Adacap) which was acquired by Novartis in 2018. He asks about the accuracy of the consolidated financial statements of Novartis, given the lack of separate consolidated financial statements for the Adacap subgroup. In addition, he inquires whether the integration process of Adacap has been completed and what the integration process entailed. Finally, he points to inconsistencies between the 2024 and 2025 Annual Reports regarding the equity interest of Novartis in Adacap France and Adacap Switzerland.

Vasant Narasimhan thanks Mr. Roveda for the long-standing dialogue. He however notes that legal proceedings initiated by Mr. Roveda against a Novartis subsidiary prevent the company from commenting on related matters. Further, the questions may be raised in the appropriate forum at the subsidiary's shareholder meeting.

Reinhard Neier expresses concerns about Novartis's decision to significantly reduce the production site in Stein, noting that such reductions typically lead to later declines in development and research. Despite appreciating the company's stated commitment to Switzerland, he doubts its credibility and asks for concrete and transparent arguments on how Novartis plans to compensate for the expected losses in sales and production. He also requests details on which products will be manufactured at the site in the future, to better understand the company's true long-term engagement in Switzerland.

Giovanni Caforio responds by emphasizing that Novartis is continuously evolving in line with scientific and technological progress. He highlights the company's shift from traditional small molecule and biologic platforms towards advanced technologies such as RNA based therapies (produced in Schweizerhalle) and cell and gene therapies, with Stein playing a key role in new cellular therapy platforms. Novartis regularly adapts its investment strategy as older technologies become less relevant and new ones emerge, which naturally leads to changes in the manufacturing footprint. He underscores Switzerland's strong talent base that is supporting research, development, and advanced manufacturing, and stresses that Novartis increases its R&D investments every year as part of its long-term growth strategy.

Vasant Narasimhan emphasizes Novartis's strong and ongoing commitment to R&D, noting that the company invests around USD 11 billion globally and that nearly half of its R&D footprint is in Basel. He further highlights concrete actions such as expanding internal R&D capacity and moving the Friedrich Miescher Institute onto the Novartis Campus. Vasant Narasimhan stresses that optimizing the manufacturing footprint is separate from, and does not diminish, the company's long-term commitment to investing in R&D in Switzerland.

Walter Grob requests clarification regarding publicly reported information on the CEO's remuneration and questions the basis for this compensation and the unique value, the CEO delivers. He also inquires whether compensation developments since 2018 have been consistent across the broader workforce. Turning to the United States, he asks for an update on the investments announced in recent years, including what has been built, produced, or commercialized, and whether any governmental support or subsidies were involved. He then seeks information on the company's pricing approach in the US and Switzerland, including whether the company follows political pressure to raise Swiss prices. He closes by noting that excessive executive remuneration could trigger a new Minder Initiative.

Giovanni Caforio explains that executive compensation, including that of the CEO, is largely variable and primarily determined by long-term performance plans that fluctuate according to the company's annual results. He then highlights the strategic importance of the US for Novartis, noting that the US market accounts for nearly 40% of the revenue of Novartis; Novartis already manufactures part of its portfolio there, with the objective of producing all US marketed medicines locally within the next three to five years. Regarding pricing, Giovanni Caforio emphasizes that medicine prices are set through negotiations with national governments, including in Switzerland, making it difficult to comment on individual product pricing. He concludes that the company's overarching goal is to ensure that prices reflect the value of medicines in every market.

Wilhelm Tschopp notes that the criticism of the executive compensation of Novartis by Ethos, Actares, and others has become repetitive and wants to make a counterargument. He highlights three positive points about Novartis: the strong recent performance of its shares, the consistent annual dividend increases, and a special one-time double pension payment to retirees. He thanks Novartis on behalf of his sister, a former employee.

Giovanni Caforio thanks Mr. Tschopp for his comments.

Maria de Gregorio thanks the Novartis employees for their contribution to the dividend and shares personal experience working at the company during the Vasella era. She states that top management compensation is disproportionate, especially when long term employees are dismissed with little regard and emphasizes that this approach cannot be considered conscientious treatment of workers.

Giovanni Caforio acknowledges the comment, confirming that fair treatment of employees is taken very seriously and is a key priority for Novartis.

After all questions have been answered and no further requests to speak have been made, the Chair submits agenda items 1.1 and 1.2 to a vote.

Giovanni Caforio notes that the General Meeting has approved the proposal of the Board of Directors (1,244,992,541 votes in favor (99.6%), 1,192,394 votes against (0.1%), and 3,176,871 abstentions (0.3%).

Giovanni Caforio notes that the General Meeting has approved the proposal of the Board of Directors (1,202,324,452 votes in favor (96.3%), 41,634,466 votes against (3.3%), and 5,403,038 abstentions (0.4%).

Agenda item 2: Discharge from liability of the members of the Board of Directors and the Executive Committee

The Board of Directors proposes to discharge each of its members and each of the members of the Executive Committee for the 2025 financial year. As no requests to speak have been made, the Chair submits the agenda item to a vote.

Giovanni Caforio notes that the General Meeting has approved the proposal of the Board of Directors (1,231,231,962 votes in favor (98.5%), 9,455,959 votes against (0.8%), and 8,263,055 abstentions (0.7%).

Agenda item 3: Appropriation of available earnings of Novartis AG as per balance sheet and declaration of dividend for 2025

The Board of Directors proposes the distribution of a gross dividend of CHF 3.70 per dividend-bearing share. If approved, the dividend will be paid out from Thursday, March 12, 2026. As no requests to speak have been made, the Chair submits the agenda item to a vote.

Giovanni Caforio notes that the General Meeting has approved the proposal of the Board of Directors (1,247,048,276 votes in favor (99.8%), 822,300 votes against (0.1%), and 1,491,380 abstentions (0.1%).

Agenda item 4: Reduction of share capital

The Board of Directors proposes a reduction of the share capital for the purpose of cancelling own shares that the company repurchased in 2025 under the authorizations granted by the Annual General Meetings of March 7, 2023, and March 7, 2025.

Giovanni Caforio briefly explains the considerations of the Board of Directors regarding this agenda item as well as the modalities for implementing this resolution. He informs that the creditors have been notified pursuant to Article 653k of the Swiss Code of Obligations by publication in the Swiss Official Gazette of Commerce dated 4 February 2026, and that they may request security upon registration of their claims.

The Board of Directors proposes to reduce the share capital by CHF 38,025,155.42, from CHF 1,035,086,714.83 to CHF 997,061,559.41 through cancellation of CHF 77,602,358 own shares repurchased in 2025 and to use the reduction amount to decrease the negative items for own capital shares shown in the shareholders' equity. As no requests to speak have been made, the Chair submits the agenda item to a vote.

Giovanni Caforio notes that the General Meeting has approved the proposal of the Board of Directors (1,241,508,367 votes in favor (99.4%), 5,323,712 votes against (0.4%), and 2,529,877 abstentions (0.2%).

Agenda item 5: Votes on compensation for the members of the Board of Directors and the Executive Committee

The Chair introduces Agenda Item 5, concerning binding votes on compensation for the Board of Directors and the Executive Committee, as well as an advisory vote on the 2025 compensation report. KPMG AG has reviewed the compensation report and has nothing to add to its audit report. As no requests to speak have been made, the Chair submits agenda items 5.1 to 5.3 to a vote.

5.1 Binding vote on the maximum aggregate amount of compensation for the Board of Directors from the 2026 Annual General Meeting to the 2027 Annual General Meeting

The Board of Directors proposes approval of a maximum aggregate amount of compensation for the Board of Directors of CHF 8,240,000, covering the period from the 2026 Annual General Meeting to the 2027 Annual General Meeting.

Giovanni Caforio notes that the General Meeting has approved the proposal of the Board of Directors (1,157,413,646 votes in favor (92.6%), 87,203,284 votes against (7.0%), and 4,744,976 abstentions (0.4%).

5.2 Binding vote on the maximum aggregate amount of compensation for the Executive Committee for the 2027 financial year

The Board of Directors proposes approval of a maximum aggregate amount of compensation for the Executive Committee of CHF 95,000,000 to be paid, promised or granted during, or in respect of, the 2027 financial year.

Giovanni Caforio notes that the General Meeting has approved the proposal of the Board of Directors (1,127,679,699 votes in favor (90.3%), 116,110,985 votes against (9.3%), and 5,571,222 abstentions (0.4%).

5.3 Advisory vote on the 2025 Compensation Report

The Board of Directors proposes endorsement of the 2025 Compensation Report in an advisory vote.

Giovanni Caforio notes that the General Meeting has approved the proposal of the Board of Directors (1,097,868,871 votes in favor (87.9%), 144,635,034 votes against (11.6%), and 6,858,001 abstentions (0.5%).

Agenda item 6: Re-elections of the Board Chair and the members of the Board of Directors, election of one new member to the Board of Directors

The Board of Directors proposes the re-election of the current members of the Board of Directors (incl. the Board Chair), except for Daniel Hochstrasser, as well as the election of Charles Swanton as a new member of the Board of Directors, each until the end of the next Annual General Meeting.

6.1 Re-election of Giovanni Caforio as member and Board Chair

For the election of Giovanni Caforio, the chairmanship of the meeting is handed over to Simon Moroney, Vice-Chair. As no requests to speak have been made, the Vice-Chair submits the agenda item to a vote.

Simon Moroney notes that Giovanni Caforio has been re-elected as a member as well as Chair of the Board of Directors (with 1,218,230,437 votes in favor (97.5%), 28,692,119 votes against (2.3%), and 2,439,350 abstentions (0.2%)) and hands the chairmanship of the meeting back to Giovanni Caforio.

6.2 to 6.11 Re-election of ten members of the Board of Directors

As no requests to speak have been made, the Chair submits agenda items 6.2 to 6.11 to a vote.

Giovanni Caforio notes that the General Meeting has approved the proposals of the Board of Directors with the following results:

Agenda item		Yes	%	No	%	Abstention	%
6.2	Nancy C. Andrews	1,243,983,723	99.6	2,722,130	0.2	2,656,053	0.2
6.3	Ton Büchner	1,240,452,463	99.3	6,312,611	0.5	2,596,832	0.2
6.4	Patrice Bula	1,240,751,218	99.3	5,280,317	0.4	3,330,371	0.3
6.5	Elizabeth Doherty	1,217,216,246	97.5	29,288,028	2.3	2,857,632	0.2
6.6	Bridgette Heller	1,239,804,669	99.2	4,560,005	0.4	4,997,232	0.4
6.7	Frans van Houten	1,228,493,237	98.3	18,195,658	1.5	2,673,011	0.2
6.8	Elizabeth McNally	1,240,575,617	99.3	3,892,049	0.3	4,894,240	0.4
6.9	Simon Moroney	1,239,549,181	99.2	7,133,189	0.6	2,679,536	0.2
6.10	Ana de Pro Gonzalo	1,242,461,050	99.4	1,945,150	0.2	4,955,706	0.4
6.11	John D. Young	1,240,680,228	99.3	3,529,013	0.3	5,152,665	0.4

6.12 Election of Charles Swanton

The Board of Directors proposes the election of Charles Swanton as a new member of the Board of Directors. A video is shown in which Charles Swanton introduces himself.

As no requests to speak have been made, the Chair submits the agenda item to a vote.

Giovanni Caforio notes that the General Meeting has elected Charles Swanton to the Board of Directors with 1,242,719,246 votes in favor (99.5%), 1,318,376 votes against (0.1%), and 5,324,284 abstentions (0.4%).

Agenda item 7: Re-elections and election to the Compensation Committee

The Board of Directors proposes the re-election of the current members of the Compensation Committee, and the election of Elizabeth McNally as new member of the Compensation Committee, each until the end of the next Annual General Meeting. The Board of Directors intends to redesignate Simon Moroney as chair of the Compensation Committee, subject to his re-election as a member of the Compensation Committee.

As no requests to speak have been made, the Chair submits agenda items 7.1 to 7.4 to a vote.

Giovanni Caforio notes that the General Meeting has approved the proposals of the Board of Directors with the following results:

Agenda item		Yes	%	No	%	Abstention	%
7.1	Patrice Bula	1,213,501,227	97.1	30,067,714	2.4	5,792,965	0.5
7.2	Bridgette Heller	1,214,503,452	97.2	29,065,704	2.3	5,792,750	0.5
7.3	Simon Moroney	1,196,992,038	95.8	48,866,079	3.9	3,503,789	0.3
7.4	John D. Young	1,214,722,527	97.2	28,381,741	2.3	6,257,638	0.5
7.5	Elizabeth McNally	1,235,284,512	98.9	8,791,060	0.7	5,286,334	0.4

Agenda item 8: Re-election of the auditor

The Board of Directors proposes the re-election of KPMG AG as auditor for the financial year starting on January 1, 2026. As no requests to speak have been made, the Chair submits the agenda item to a vote.

Giovanni Caforio notes that the General Meeting has re-elected KPMG AG with 1,241,311,021 votes in favor (99.3%), 6,016,501 votes against (0.5%), and 2,034,384 abstentions (0.2%).

Agenda item 9: Re-election of the Independent Proxy

The Board of Directors proposes the re-election of lic. iur. Peter Andreas Zahn, attorney at law, Basel, as Independent Proxy until the end of the next Annual General Meeting. As no requests to speak have been made, the Chair submits the agenda item to a vote.

Giovanni Caforio notes that the General Meeting has re-elected lic. iur. Peter Andreas Zahn as independent proxy with 1,246,957,195 votes in favor (99.8%), 570,965 votes against (0.1%), and 1,833,746 abstentions (0.1%).

Before closing the meeting, Giovanni Caforio expresses his sincere gratitude to the departing CFO Harry Kirsch for his 23 years of service, acknowledging his significant contributions to the transformation and success of Novartis and extending best wishes for his future.

The Chair closes the General Meeting at 11:46 a.m., expressing his thanks to the shareholders for the confidence demonstrated through the votes and elections.

The next Annual General Meeting is scheduled to take place on March 5, 2027.

The Chair of the Board of Directors:

The Secretary of the Meeting:



Dr. Giovanni Caforio



Dr. Charlotte Pamer-Wieser