



Invitation to the
Annual General Meeting of Alcon, Inc.

Tuesday, May 20, 2003, 2:00 p.m. (doors open 1:00 p.m.)
Congress Center Metalli Zug
Parkhotel Zug, CH-6304 Zug
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Agenda Items:

Item 1

Approval of the 2002 Annual Report and Accounts of Alcon, Inc. and the 2002 Consolidated Financial Statements of Alcon, Inc. and Subsidiaries

Proposal of the Board of Directors

The Board of Directors proposes that the 2002 Annual Report and Accounts of Alcon, Inc. and the 2002 Consolidated Financial Statements of Alcon, Inc. and Subsidiaries be approved.

Item 2

Appropriation of available earnings and proposed dividend to shareholders for the financial year 2002

Proposal of the Board of Directors

The Board of Directors proposes that the Parent Company earnings be appropriated, and a dividend be paid to shareholders, as follows:

Profit for the financial year 2002 as per the income statement	CHF 801,940,321
Allocation to Dividends: CHF 0.45 per share	CHF 139,251,185
Balance to be carried forward	CHF 662,689,136

The CHF 139,251,185 allocated to dividends above includes CHF 186,710 reserved for option rights which may be exercised in 2003 prior to the record date for the dividend payment. The dividends on those shares for which the option rights are not exercised by the record date for the dividend payment will be transferred to retained earnings.

Item 3

Discharge of the members of the Board of Directors

Proposal of the Board of Directors

The Board of Directors proposes that discharge be granted to the members of the Board of Directors for the financial year 2002.

Item 4

Elections to the Board of Directors

Proposal of the Board of Directors

The Board of Directors proposes that Peter Brabeck-Letmathe be re-elected to the Board of Directors for a three-year term of office, that Philip H. Geier, Jr. be re-elected to the Board of Directors for a three-year term of office and that Thomas G. Plaskett be elected as a new member of the Board of Directors for a two-year term of office.

Item 5

Election of Group and Parent Company Auditors

Proposal of the Board of Directors

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

Item 6

Election of the Special Auditors

Proposal of the Board of Directors

The Board of Directors proposes that Zensor Revisions AG, Zug, be re-elected as special auditors for a one-year term of office.

Organizational Issues

Admission cards/Voting material

Shareholders who are registered in the share register on **April 18, 2003**, as well as beneficial owners of shares holding shares on that date, will receive the proxy and admission form (including the voting material) directly from the share registrar of the company. Beneficial owners of shares are requested on behalf of their custodian or broker to appoint a proxy.

Beneficial owners of shares and shareholders registered in the share register as per **April 18, 2003**, are entitled to vote and may participate in the shareholders' meeting unless they sell their shares before the shareholders' meeting takes place. Each share carries one vote.

Persons who have **acquired** shares after April 18, 2003, but before **April 30, 2003**, will receive the proxy and admission form (including the voting material) shortly before the meeting. Shareholders who have acquired shares after that date cannot attend the annual general meeting of Alcon, Inc. Shareholders who have **sold** their shares on or after April 18, 2003, but before the meeting date are not entitled to vote or participate in the meeting.

Granting of powers of attorney

Shareholders who are unable to participate in the shareholders' meeting may appoint as a representative another shareholder, a third party, their bank or a corporate proxy holder. Ms. Andrea Hodel, Attorney-at-Law, Industriestrasse 13c, CH-6300 Zug, Switzerland, is also available as an independent proxy holder in the sense of article 689c of the Swiss Code of Obligations.

The power of attorney on the application form has to be filled in accordingly, signed and returned to the address indicated below or to the independent proxy holder arriving at the latest on May 12, 2003. Powers of attorney are revocable, but Alcon, Inc. will treat any power of attorney as being valid unless the revocation has been sent in writing to Alcon, Inc. at the address referred to below.

Alcon, Inc.
c/o Eugene Dailey
ADP
51 Mercedes Way
Edgewood, NY 11717 USA

Shareholders who have appointed Alcon, Inc. or the independent representative as a proxy cannot attend the meeting in person or send a proxy of their choice to the meeting.

Without any explicit instructions to the contrary, the corporate proxy holder will vote according to the proposals of the Board of Directors. The independent proxy holder will, without explicit instructions to the contrary, abstain from voting on a matter. Shareholders and beneficial owners of shares who sign and return their power of attorney without indicating a representative will be represented by the corporate proxy holder; failing specific instructions, their votes will be exercised according to the proposals of the Board of Directors.

Proxy holders of deposited shares

Proxy holders of deposited shares in accordance with article 689d of the Swiss Code of Obligations are kindly asked to inform the company of the number of the shares they represent as soon as possible, but no later than May 20, 2003, 1:00 p.m. at the admission office.

Admission office

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

Business Report of Alcon, Inc.

The Business Report of Alcon, Inc., consisting of the Annual Report, the Accounts of Alcon, Inc. and the Consolidated Financial Statements of Alcon, Inc. and Subsidiaries are available for inspection at the place of incorporation of Alcon, Inc. as from April 18, 2003. The Business Report will be sent to all shareholders registered in the share register of Alcon, Inc. on April 18, 2003, as well as all beneficial owners of shares holding shares on that date. Persons who have acquired shares in Alcon, Inc. after April 18, 2003, but before April, 30, 2003 will also receive a Business Report of Alcon, Inc.

April 18, 2003
On behalf of the Board of Directors
Tim Sear
Chairman, President and Chief Executive Officer