



Supplement dated April 2, 2019
to the Listing Prospectus dated March 21, 2019

of

Alcon Inc.

(a stock corporation organised under Swiss law)

Listing of 488,700,000 registered shares with a nominal value of CHF 0.04 each

This supplement (the "**Supplement**") to the listing prospectus dated March 21, 2019 (as supplemented hereby, the "**Listing Prospectus**") relates to the listing (the "**Listing**") of 488,700,000 registered shares of Alcon Inc. ("**Alcon**" and, together with its consolidated subsidiaries, the "**Alcon Group**" or the "**Group**") (the "**Alcon shares**") in accordance with the International Reporting Standard of SIX Swiss Exchange Ltd ("**SIX**"). This Listing Prospectus is not an issue prospectus pursuant to article 652a of the Swiss Code of Obligations (*Schweizerisches Obligationenrecht*) (the "**Swiss CO**").

This Listing Prospectus does not constitute an offer to sell, or a solicitation by or on behalf of Alcon or Novartis of an offer to purchase or sell, Alcon shares or any securities of Novartis. The release, publication or distribution of this Listing Prospectus may be restricted by law in certain jurisdictions. No action has been or will be taken by Alcon or Novartis that would permit the possession or distribution of this Listing Prospectus in any jurisdiction where action for that purpose is required or doing so is restricted by law. Persons into whose possession this Listing Prospectus may come are required to inform themselves of and observe any such restrictions. Failure to comply with these restrictions may constitute a violation of the securities laws or regulations of such jurisdictions. Neither Alcon nor Novartis accepts any responsibility for any violation by any person of any such restrictions. For further information with regard to certain restrictions on offers and transfers of the Alcon shares, see "*Important Information*" and "*European Union*".

Prior to the Listing, there has been no public market for the Alcon shares. Application has been made and approval has been given by SIX, subject to certain conditions, to list the Alcon shares in accordance with the International Reporting Standard of SIX. Alcon expects that the Alcon shares will be listed and that trading in the Alcon shares will commence on SIX on April 9, 2019 (the "**First Day of Trading**") under the symbol "ALC".

ANY INVESTMENT IN THE ALCON SHARES INVOLVES RISKS. SEE "RISK FACTORS" BEGINNING ON PAGE 40 OF THE FORM 20-F FOR A DESCRIPTION OF CERTAIN RISKS THAT SHOULD BE CAREFULLY CONSIDERED.

Listing Agent

UBS AG

IMPORTANT INFORMATION

The information contained in this Listing Prospectus is accurate only as of its date. Neither the delivery of this Listing Prospectus nor any subsequent transfer or sale of Alcon shares shall, under any circumstances, create any implication that there has been no change in the affairs of Alcon or the Alcon Group since the date hereof or that the information contained herein is correct as of any time subsequent to its date. Any significant new factor or material inaccuracy related to the information included in this Listing Prospectus which is capable of affecting the assessment of the Alcon shares and which arises or is noted between the date of this Listing Prospectus and the First Day of Trading or, as the case may be, the time when trading in the Alcon shares on SIX begins, will be announced through electronic media. Notices required under the Listing Rules will be published in electronic form on the website of SIX (currently <https://www.six-exchange-regulation.com/en/home/publications/official-notices.html>). Changes so notified will be deemed to constitute an amendment or supplement to this Listing Prospectus.

Information on the Alcon or Novartis website, any website directly or indirectly linked to the Alcon or Novartis website or any website referred to in this Listing Prospectus does not constitute in any way part of this Listing Prospectus and is not incorporated by reference into this Listing Prospectus, unless specifically provided for herein.

EUROPEAN UNION

Neither this Listing Prospectus, the Listing, the separation, nor the spin-off constitutes or forms part of any offer or invitation to purchase, otherwise acquire, subscribe for, sell, otherwise dispose of or issue, or any solicitation of any offer to sell, otherwise dispose of, issue, purchase, otherwise acquire or subscribe for, any security, including any Alcon shares or any other Alcon or Novartis securities, in any jurisdiction, including the United Kingdom or any other member state of the European Union. In particular, no action has been undertaken, or will be undertaken, in connection with this Listing Prospectus, the Listing, the separation or the spin-off, to make an offer to the public of any security, including any Alcon shares or other Alcon or Novartis securities, in any jurisdiction, including the United Kingdom or any other member state of the European Union.

This document is not a prospectus (or equivalent document) within the meaning of Directive 2003/71/EC of the European Parliament and the Council of 4 November 2003, as amended, in particular by Directive 2010/73/EU (including to the extent such Directive has been transposed in the United Kingdom or any other member state of the European Union).

AVAILABILITY OF LISTING PROSPECTUS

Copies of the Listing Prospectus and any supplement hereto are available free of charge, for 12 months following the First Day of Trading, at UBS AG, Investment Bank, Swiss Prospectus Switzerland, P.O. Box, 8098 Zurich, Switzerland (voicemail: +41 (0)44 239 47 03, facsimile: +41 (0)44 239 69 14 or email: swiss-prospectus@ubs.com), at Novartis AG, Share Registry, Novartis Campus, Forum 1-P.64, 4056 Basel, Switzerland (telephone number: +41 (0)61 324 31 13; facsimile: +41 (0)61 324 32 44, e-mail: share.registry@novartis.com) and at Alcon Inc., Chemin de Blandonnet 8, 1214 Vernier, Geneva, Switzerland (telephone number: +41 (0)58 911 2110 or email: investor.relations@alcon.com), during regular business hours.

INCORPORATION BY REFERENCE

This Listing Prospectus incorporates by reference, and should be read and construed in conjunction with, the exhibits listed in “Item 19. Exhibits” of the Form 20-F, which are available under <https://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&filenum=001-31269&owner=exclude&count=40>.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934**

April 2, 2019

Commission File Number: 001-31269

ALCON INC.

(Registrant Name)

**Rue Louis-d'Affry 6
1701 Fribourg, Switzerland**
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:
Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Alcon Appoints Senior Leaders in Final Preparation for Spin-off

Alcon Inc. today announced key leadership changes as part of its final preparations for the expected spin-off from Novartis AG.

Timothy C. (Tim) Stonesifer, 51, will be appointed as Alcon's next Chief Financial Officer, replacing Alcon's current Chief Financial Officer, David Murray, effective as of the date of the spin-off, which has been announced as April 9, 2019. A copy of Alcon's press release is hereby furnished as Exhibit 99.1 hereto.

Mr. Stonesifer is an experienced public company executive who most recently served as Executive Vice President and Chief Financial Officer at Hewlett Packard Enterprise. He had served in that role from November 2015 through September 2018. Prior to that role, Mr. Stonesifer acted as Senior Vice President and Chief Financial Officer, Enterprise Group at HP Co. from February 2014 to November 2015. Before joining HP Co., he served as Chief Financial Officer of General Motors International Operations, an automotive company, from May 2011 to January 2014. Previously, he served as Chief Financial Officer of Alegco Scotsman, a storage company, from June 2010 to May 2011. Prior to that, Mr. Stonesifer served as Chief Financial Officer of Sabic Innovative Plastics (formerly GE Plastics) from August 2007 to June 2010 after having served in various other positions at General Electric since joining the company in 1989.

Mr. Murray will remain with Novartis post-spin.

Alcon also announced that Rajkumar (Raj) Narayanan, 54, will be added to the Executive Committee of Alcon, effective as of the date of the spin-off. Mr. Narayanan was recently appointed Senior Vice President, Operational Strategy and Chief Transformation Officer of Alcon. He had served as Alcon's Asia Region President since June 2017. Prior to joining Alcon, Mr. Narayanan had served in various roles of increasing responsibility with Allergan, Inc., including as its Senior Vice President, Asia Pacific Region., since 1995. He also spent more than eight years with Hindustan Unilever, Ltd.

Forward-looking Statements

This announcement contains forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995 that can generally be identified by words such as "commitment," "may," "look forward," "estimates," "projected," "will," "potential," "anticipate," "intend," "plan," "seek," "believe," "expect," "intention," "should," "maintaining" or similar expressions, or by express or implied discussions regarding the potential outcome, or financial or other impact on Alcon or any of its businesses of the separation and spin-off from Novartis; or regarding potential future sales or earnings of Alcon or any of its businesses or potential shareholder returns; or by discussions of strategy, plans, expectations or intentions. You should not place undue reliance on these statements.

Such forward-looking statements are based on the current beliefs and expectations of management regarding future events, and are subject to significant known and unknown risks and uncertainties. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those set forth in the forward-looking statements. There can be no guarantee that Alcon will be able to realize any of the potential strategic benefits or opportunities as a result of the separation and spin-off. Nor can there be any guarantee that shareholders will achieve any particular level of shareholder returns. Nor can there be any guarantee that Alcon, or any of its businesses, will be commercially successful in the future, or achieve any particular credit rating or financial results. Nor can we guarantee the separation and spin-off will be successful.

In particular, our expectations could be affected by, among other things: uncertainties regarding the success of our separation and spin-off from Novartis, including our ability to establish the infrastructure needed to operate as a standalone company without significant management distraction or business disruption; and general political, economic and trade conditions, including uncertainties regarding the effects of ongoing instability in various parts of the world.

Some of these factors are discussed in more detail in Alcon’s filings with the United States Securities and Exchange Commission, including its Form 20-F, particularly under “Item 3. Key Information—3.D. Risk Factors”, “Item 4. Information on the Company” and “Item 5. Operating and Financial Review and Prospects”. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, believed, estimated or expected. The statements in this announcement are as of the date of its filing. We do not intend, and do not assume any obligation, to update any information or forward-looking statements set out in this announcement as a result of new information, future events or otherwise.

Exhibit Number	Description
99.1	Alcon Inc. Press Release, dated April 2, 2019.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Alcon Inc.

Date: April 2, 2019

By: /s/ David J. Endicott
Name: David J. Endicott
Title: Authorized Representative

By: /s/ Royce Bedward
Name: Royce Bedward
Title: Authorized Representative



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Alcon Announces Timothy Stonesifer as Chief Financial Officer

Fort Worth, Texas, April 2, 2019 — Alcon, the global leader in eye care and a division of Novartis, announced today that Timothy C. Stonesifer (“Tim”) will join the company as its new Senior Vice President and Chief Financial Officer (CFO), in conjunction with the company’s April 9 spinoff from Novartis. He will report directly to David Endicott, Alcon’s Chief Executive Officer, and become a member of the Executive Committee of Alcon.

David Murray, Alcon’s current CFO, has decided for family reasons to return to Europe and remain with Novartis, where he has served in various finance leadership roles since 2001. He will work closely with Tim through the spinoff to ensure an orderly transition.

“Tim joins us at an exciting time as we become an independent organization and the world’s leading eye care device company,” said David Endicott, Alcon’s Chief Executive Officer. “He is an outstanding addition to our leadership team, bringing extraordinary financial acumen and deep experience in capital markets transactions, having served as CFO for numerous companies. Tim is also respected in the financial community and known for his ability to develop top-performing finance organizations that deliver results.”

Tim is a seasoned executive who joins Alcon with over 29 years of global financial and operational experience. He was most recently with Hewlett Packard Enterprises (HPE), where he served as Executive Vice President and CFO. During his tenure, Tim executed two spin merge transactions valued at over \$20B, completed 11 acquisitions to accelerate the company strategy and developed and implemented a financial architecture that delivered significant value to shareholders. Prior to his time at HPE, Tim spent 3 years in Shanghai, China, as the CFO of General Motors International Operations and also spent 18 years at General Electric in a variety of finance roles.

“I am excited to join the exceptional team at Alcon,” said Tim. “For more than 70 years, Alcon has been synonymous with eye care. We share a passion for serving customers and a vision for delivering innovative products that will continue to shape the industry while driving profitable growth.”

“On behalf of the management team and the entire company, I would like to thank David Murray for his significant contributions to Alcon over the past 4 years,” said David Endicott. “David has been transparent about wanting to minimize his commute between Geneva and Fort Worth and we certainly respect his decision. He has worked tirelessly to drive transformation across the company, developing a strong foundation for our financial and business processes and systems

that will allow us to operate from a position of strength as a public standalone company. We wish David all the best in his future with Novartis.”

About Alcon

Alcon is the global leader in eye care. As a division of Novartis, we offer the broadest portfolio of products to enhance sight and improve people’s lives. Our products touch the lives of more than 260 million people each year living with conditions like cataracts, glaucoma, retinal diseases and refractive errors, and there are millions more who are waiting for solutions to meet their eye care needs. Our purpose is reimagining eye care, and we do this through innovative products, partnerships with eye care professionals and programs that enhance access to quality eye care. Learn more at www.alcon.com.

Alcon has filed a registration statement on Form 20-F with the SEC relating to the anticipated spin-off of the Alcon eye care business from Novartis AG. For more information, please refer to the Alcon Inc. Form 20-F registration statement, which is available on the SEC’s website at www.sec.gov.

Alcon is on Facebook. Like us at www.facebook.com/AlconEyeCare.

About Novartis

Novartis is reimagining medicine to improve and extend people’s lives. As a leading global medicines company, we use innovative science and digital technologies to create transformative treatments in areas of great medical need. In our quest to find new medicines, we consistently rank among the world’s top companies investing in research and development. Novartis products reach more than 800 million people globally and we are finding innovative ways to expand access to our latest treatments. About 130 000 people of nearly 150 nationalities work at Novartis around the world. Find out more at www.novartis.com.

Novartis is on Twitter. Sign up to follow @Novartis at <http://twitter.com/novartis>.

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