



**LINDT & SPRÜNGLI**

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REGISTERED SHARE AND  
SHAREHOLDER REGISTRY REGULATIONS

# REGISTERED SHARE AND SHAREHOLDER REGISTRY REGULATIONS

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LINDT & SPRÜNGLI GROUP

## PREAMBLE

Pursuant to article 3 para. 3–9 of the Articles of Association of Chocoladefabriken Lindt & Sprüngli AG (the "Company") and to the applicable provisions of the Company's Organisational Regulations the Board of Directors of the Company adopts on its meeting dated 28 June 2012 the following Regulations:

## I. SCOPE AND PURPOSE

These Regulations contain the rules and procedures concerning:

- the registration of acquirers of registered shares in the share register;
- the recognition of acquirers of registered shares as full shareholders (i.e. as shareholders with voting rights) and, in particular, the application of the registration restriction according to article 3 para. 6 of the Articles of Association;
- the registration of nominees as shareholders with voting rights;
- the keeping of the share register;
- the monitoring of the shares registered in the share register.

The purpose of these Regulations is to

- i) enhance and ensure transparency with regard to the existing situation of control regarding the Company,
- ii) ensure that the registration restriction according to article 3 para. 6 of the Articles of Association is adhered to, and
- iii) guarantee the equal treatment of shareholders in cases where the Board of Directors exercises its right to make exceptions in accordance with article 3 para. 9 of the Articles of Association.

The Company has a legitimate interest in knowing the identities of the beneficial owners of the shares registered with voting rights, as these shareholders ultimately decide upon the casting of the vote. If the Company does not know the identity of the "true" owners of the shares, it is unable to apply and enforce the registration restriction specified in article 3 para. 6 of the Articles of Association.

The persons having influence over the Company should be those who ultimately bear the economic risk associated with the registered shares: it should be the "true" owners of the Company who benefit from the shareholders' rights.

The rules regarding the registration of nominees shall furthermore (i) facilitate the exercise of the voting rights, especially for foreigners without, however, materially affecting the transparency regarding shareholders and (ii) enhance the presence of shareholders with voting rights at the general shareholders' meeting.

## II. RECOGNITION OF AN ACQUIRER OF SHARES AS SHAREHOLDER WITH VOTING RIGHTS

### **Art. 1 Requirements for recognition in accordance with article 685d para. 2 CO**

According to article 685d para. 2 of the Swiss Code of Obligations ("CO"), the Company may ask the acquirer who applies for registration (and therefore for recognition) as shareholder with voting rights to disclose the beneficial owner of the shares to be registered in the share register. Art. 685d para. 2 CO reads as follows:

"Furthermore, the Company may refuse registration in the share register if the acquirer, upon its request, does not expressly declare that he acquired the shares in his own name and for his own account."

The recognition as shareholder with voting rights thus requires that

- a) the identity of the beneficial owner of the shares to be registered in the share register be disclosed to the Company, and that
- b) the shareholder who is to be recognised bears the economic risk attached to the shares to be registered in the share register

Pursuant to article 685d para. 2 CO and the aforementioned requirements for recognition, an applicant will therefore not be recognised as shareholder with voting rights if he holds the shares on the basis of a "securities lending" transaction or a comparable transaction, as these types of transactions do not count as acquisitions which were carried out for the applicant's own account. Comparable transactions include so-called "repos" as well as all transactions where a share is formally acquired and held, the economic interest, however, is transferred to another person or entity (or never acquired), such as (without intending the following examples to be exhaustive) the purchase of a share tied to (i) the sale of a future pertaining to the share, (ii) the undertaking of a swap or a so-called contract for difference or (iii) the purchase of a put option with a low strike price.

In case a shareholder creates a usufruct on a registered share, the usufructuary will in principle be registered in the share register as shareholder without voting rights. The Board of Directors may, however, recognise a usufructuary as shareholder with voting rights if such shareholder fully discloses the legal bases of the creation of the usufruct to the Company, and if the aims and basic principles of these Regulations do not prohibit the recognition.

The registration of a nominee as shareholder with voting rights is reserved pursuant to these Regulations.

### **Art. 2 Requirements for recognition in accordance with article 3 para. 6 and 7 of the Articles of Association**

Article 3 para. 6 of the Company's Articles of Association limits the number of shares with regard to which an acquirer will be recognised as shareholder with voting rights (percentage limit according to article 685d para. 1 CO) and reads as follows:

"The Board of Directors may deny a shareholder full status, if the number of registered shares exceed 4% of the total registered share capital as shown in the Commercial Register."

This percentage limit as specified by the Articles of Association is supplemented by a corresponding „group clause“ contained in article 3 para. 7 of the Company's Articles of Association: "Corporate bodies and partnerships, who are interrelated to one another through capital ownership, through voting rights or uniform management, or who are otherwise linked, as well

as natural persons and corporate bodies or partnerships who act in concert in regard to a registration restriction, are treated for the purposes of this provision, as one single shareholder."

These two provisions of the Articles of Association restrict the number of shares with which a shareholder may be registered in the share register as shareholder with voting rights.

### III. REGISTRATION OF AN ACQUIRER OF REGISTERED SHARES AS SHAREHOLDER WITH VOTING RIGHTS

For each registration of an acquirer as shareholder with voting rights, an application for registration personally signed by such shareholder or a registration proxy shall be presented to the bank managing the SIS (SegaInterSettle AG)-account or to the supervisor of the Company's share register, with such application containing all of the following information:

- for individuals: surname, first name, address, domicile, nationality;
- for legal entities: corporate name, address, registered offices.

If justified, the supervisor of the share register may allow exceptions to these formalities.

Each registration in the share register requires proof of the unrestricted acquisition of ownership of the shares to be registered in the share register (see Paragraph II for provisions relating to the registration of the usufructuary).

The formal owner of the shares shall be registered as shareholder with voting rights if the requirements for the recognition as full shareholder set down by the law, the Articles of Association and these Regulations are fulfilled.

A mandatory part of the application request of individuals is an explicit declaration that the applicant acquired – and still holds – the shares in his own name and for his own account.

In case of an application of a legal entity or comparable entity, the beneficial owners of such entity (i.e. the beneficial owners of the shares to be registered) must be disclosed. These persons, when so requested by the Company, must declare that they have acquired and hold the shares to be registered for their own account. If the applying legal entity (or the comparable entity) as direct owner of the shares provides sufficient evidence – e.g. by reference to publicly available information – that it has more than 30 beneficial owners and that none of these beneficial owners owns more than 5% of such legal entity (or such comparable entity), it will be registered as shareholder with voting rights. If it is obvious that the applicant has a multitude of beneficial owners, the requirement of such evidence may be waived.

The Company may request further information and documents before registering the applicant as shareholder with voting rights if it is uncertain as to whether the applicant fulfils all registration requirements. In particular, the Company may request the applicant to confirm that he bears the economic risks associated with the shares, i.e. a confirmation that the shareholder to be registered has actually acquired and "holds" the shares in the meaning of article 685d para. 2 CO. For the sake of clarity it is hereby stipulated that if it is uncertain as to whether the applicant fulfils all registration requirements, the Company will reject the applicant's application for registration as shareholder with voting rights and will register such applicant as shareholder without voting rights within the 20-day period specified by article 685g CO. A new 20-day period

pursuant to article 685g CO begins once the additional information and documents requested by the Company (in particular any supplementary declaration that may have been requested) have been furnished, within which the Company shall reassess whether the applicant fulfils all registration requirements.

If the requirements for registration are fulfilled, the formal applicant (ie. the individual or the legal entity holding the shares directly) will be registered in the share register as shareholder with voting rights.

Furthermore, the applicant shall undertake to immediately disclose to the Company all material changes regarding the information provided in the application for registration (especially in case of a change of the beneficial owner).

The prescribed form and content of the application for registration for individuals, the application for registration for legal entities and comparable entities and the supplementary declaration to the application for registration for legal entities and comparable entities are specified in Appendices 1-3 to these Regulations. The supervisor of the share register is authorised to make purely formal amendments to these forms. Amendments relating to their content have to be decided by the Board of Directors.

#### **IV. THE APPLICATION OF THE REGISTRATION RESTRICTION IN ACCORDANCE WITH ART. 3 PARA. 6 AND 7 OF THE ARTICLES OF ASSOCIATION**

An acquirer who fulfils the requirements for recognition pursuant to article 3 para. 6 and 7 of the Articles of Association and to Paragraphs II and III of these Regulations will be registered in the share register as shareholder with voting rights with a holding of up to 4% of the share capital. The acquirer will be registered in the share register as shareholder without voting rights with regard to the shares exceeding this quota. The registered share capital as set forth in the commercial register forms the basis for the calculation of the 4% quota.

Upon each registration of shareholders with voting rights in the share register, the supervisor of the share register must assess whether there are any indications that the group clause pursuant to article 3 para. 7 of the Articles of Association should apply.

The Board of Directors decides in individual cases whether the group clause applies. If there are indications that the shareholders are forming a group, the Board of Directors may at first reject the registration in order to be able to clarify the situation by making further enquiries to the applicant.

When applying the group clause in accordance with article 3 para. 7 of the Articles of Association, the Board of Directors should be mindful of its purpose: the aim of the group clause is to guarantee that the registration restriction stated in the Articles of Association and desired by the shareholders can be enforced and, in particular, that this restriction is not circumvented by (i) direct or indirect collaboration of a group of persons, and/or (ii) other arrangements.

Accordingly, the group clause applies to acquirers of shares and shareholders with or without voting rights, who are connected with one another

- a) in terms of capital or voting or
  - b) by common management or
  - c) by another organised arrangement or who
  - d) prove to be organisationally related in another way
- and thereby act in a co-ordinated manner. This list is exhaustive.

The group clause does not apply to situations where voting rights are co-ordinated in an informal manner, due to the independent pursuit of parallel interests, but without organisational connection.

If the Board of Directors applies the voting limitation provided for in the Articles of Association (article 12 para. 3), it must also update the share register by equally applying the group clause and, if necessary, by converting shares with voting rights into shares without voting rights.

A conversion of shares registered with voting rights into shares without voting rights on the basis of the Articles of Association (in particular by applying article 3 para. 7 and/or article 12 para. 3) does not count as a cancellation from the share register pursuant to article 686a CO.

Any reduction of the number of votes attached to shares must be carried out according to the proportionality principle.

#### V. EXCEPTIONS TO THE REGISTRATION RESTRICTIONS PURSUANT TO PARAGRAPH IV

According to article 3 para. 9 of the Articles of Association, the Board of Directors is entitled to allow exceptions to the registration restrictions in special cases.

In particular, the intention of a shareholder to hold his participation in the Company over a long period of time counts from the point of view of the Board of Directors as a special case in terms of article 3 para. 9. If a shareholder holds his participation in the Company over a long period of time, he (or his legal successor or the recipient of a donation from him) will be accorded the following exceptions to the restriction on recognition in accordance with Paragraph IV:

- i) Upon application to the Board of Directors, a shareholder holding more than 4% of the share capital of the Company will be registered in the share register as shareholder with voting rights with respect to shares representing up to 10% of the share capital if such shareholder (or his legal predecessor or donor) was already registered as shareholder with voting rights with respect to shares representing 4% of the share capital for a period of more than 8 years.
- ii) Upon application to the Board of Directors, a shareholder holding more than 10% of the share capital of the Company will be registered in the share register as shareholder with voting rights with respect to shares representing up to 25% of the share capital if such shareholder (or his legal predecessor or donor) was already registered as shareholder with voting rights with respect to shares representing 10% of the share capital for a period of more than 8 years (in addition to the 8 years specified in Paragraph V. i).

The registered share capital as set forth in the commercial register forms the basis for the calculation of the quotas referred to in this section.

Furthermore, the acquisition of shares in the context of a strategic long-term commercial relationship or of a merger, or the acquisition or allocation of shares in connection with the acquisition of an asset by the Company counts as a special case in terms of article 3 para. 9 of the Articles of Association.

#### **VI. REGISTRATION OF NOMINEES**

Nominees are persons who do not explicitly declare in the application for registration to hold the shares for their own account. In order to facilitate the exercise of the voting rights, especially for foreigners without, however, materially affecting the transparency regarding shareholders and to enhance the presence of shareholders with voting rights at the general shareholders' meeting, the Board of Directors registers a nominee, whose shareholdings do not exceed 2% of the registered share capital as set forth in the commercial register, in the share register as shareholder with voting rights if he undertakes in writing to disclose the names, addresses, locations or registered offices, nationalities and the number of shares of the persons for whose account he holds shares.

The Board of Directors registers a nominee, whose shareholdings exceed 2% of the registered share capital as set forth in the commercial register, in the share register as shareholder with voting rights if the respective nominee discloses the names, addresses, locations or registered offices, nationalities and the number of shares of all beneficial owners whose shareholdings exceed 0.5% of the issued share capital. Nominees, however, will only be registered as shareholders with voting rights with up to 10% of the issued share capital in total and with 4% of the issued share capital per beneficial owner. Article 3 para. 7 of the Articles of Association is also applicable to the nominees.

The registration of a nominee requires that such nominee has made a valid application according to the attached "Registration as Nominee".

#### **VII. REGISTRATION AS SHAREHOLDER WITHOUT VOTING RIGHTS**

Registered shares with regard to which the shareholder does not (or no longer) fulfil(s) the requirements specified in these Regulations or in any future amendment hereto or that exceed the percentage limits specified in the Articles of Association and these Regulations, will be registered as shares without voting rights.

In the interest of the Company, the Board of Directors may at any time renounce to register nominees as shareholders with voting rights in the share register and register shares of nominees that have already been registered with voting rights as shares without voting rights.

A change of the existing registration of shares will take place 10 days after the shareholder concerned has been informed, during which time the shareholder may fulfil any unmet requirements in order to prevent the change of the existing registration.

#### **VIII. KEEPING OF THE SHARE REGISTER**

The supervisor of the share register bears responsibility for the keeping of the share register.

#### **IX. MONITORING OF THE SHARE REGISTER**

The supervisor of the share register informs the Chairman of the Board of Directors periodically about the composition of the registered shareholders.

If there is reason to believe that declarations of shareholders or nominees registered with voting rights are incomplete, wrong or altered and therefore incorrect, the supervisor of the share register shall make the necessary inquiries, in particular with regard to the beneficial owners of the shares. He proposes to the Chairman of the Board of Directors the measures to be taken.

#### **X. CANCELLATION OF REGISTRATIONS AS SHAREHOLDERS WITH VOTING RIGHTS**

After having heard the shareholder concerned, the Company may cancel the registration of a shareholder with voting rights in the share register with retroactive effect as of the date of registration if such registration was based on false, incomplete or misleading information (see article 3 para. 8 of the Articles of Association). The shareholder concerned must be informed of the cancellation.

The Company may also cancel a registration (i.e. register the shareholder as shareholder without voting rights) if the registered shareholder refuses to give the necessary information or does not deliver a confirmation (in particular about the beneficial owner) that has been requested despite having been issued a warning.

The Chairman of the Board of Directors is competent to decide upon the cancellation of a registration of a shareholder with voting rights from the share register (i.e. the entry of such shareholder as shareholder without voting rights).

#### **XI. REMOVAL OF SHAREHOLDERS WITH OR WITHOUT VOTING RIGHTS FROM THE SHARE REGISTER**

The Company shall only remove from the register a shareholder who has been entered into the share register with or without voting rights once a bank, and/or, upon request, the shareholder concerned confirms that the shares were actually sold (and in particular confirms, upon request by the Company, that the transaction is no "securities lending" transactions). The aim of this rule is to ensure that the amount of unregistered shares is kept as low as possible, in the interest of the Company.

#### **XII. BLOCKING OF THE SHARE REGISTER**

The Articles of Association provide that entries into the share register may only be carried out up to 20 days before the date of the General Meeting. Article 13 para. 2 of the Company's Articles of Association reads as follows:

"Registered shares are only entered into the shareholder register up to 20 days before the date of the General Meeting"

Removals from the share register may also be carried out during the blocking period stated in article 13 para. 2 of the Articles of Association. If a sale of shares is reported to the supervisor of the share register during the blocking period, the seller shall be removed from the share register, notwithstanding the blocking period. If an admission card to the General Meeting has already been issued to the seller, it shall automatically lose its validity upon his removal from the share register. Attention should be drawn to this fact in the invitations to the General Meeting.

### XIII. AMENDMENTS

These Regulations can be changed at any time by a decision of the Board of Directors, such decision requiring a two-thirds majority of those Board members present at the taking of the decision.

The above text is a translation of the original German version of the Regulations of the Board of Directors regarding the Registration of registered shares and keeping of the share register (VR-Reglement betreffend Eintragung der Namenaktien und Führung des Aktienregisters der Chocoladefabriken Lindt & Sprüngli AG) of the Company, which constitute the definitive text and are binding in law.

Kilchberg, 28 June 2012

- Appendix 1: Application by individuals for registration in the share register
- Appendix 2: Application by legal entities and comparable entities for registration in the share register
- Appendix 3: Supplementary declaration to the application by legal entities and comparable entities for registration in the share register
- Appendix 4: Registration as Nominee

The original german version will remain the only official version.  
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CHOCOLADEFABRIKEN  
LINDT & SPRÜNGLI AG  
SEESTRASSE 204, CH-8802 KILCHBERG  
SWITZERLAND

[www.lindt.com](http://www.lindt.com)

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# APPLICATION BY INDIVIDUALS FOR REGISTRATION IN THE SHARE REGISTER

LINDT & SPRÜNGLI GROUP

## APPLICATION BY INDIVIDUALS FOR REGISTRATION IN THE SHARE REGISTER

I request that \_\_\_\_\_ registered shares with a nominal value of 100 CHF (Security 1057 075) be registered in the share register in my name, according to the provisions of the Articles of Association and the applicable legal provisions.

**Please fill out with a typewriter or in block capitals**

I am already registered as shareholder  yes  no

Last Name \_\_\_\_\_ First Name \_\_\_\_\_

Permanent address (street, no.) \_\_\_\_\_

Postcode, Location \_\_\_\_\_ Country \_\_\_\_\_

Nationality \_\_\_\_\_

Date of birth (Day/Month/Year) \_\_\_\_\_

I desire correspondence from Chocoladefabriken Lindt & Sprüngli AG to be delivered to:

the address given above \_\_\_\_\_

the following address for service: \_\_\_\_\_

Postcode, Location: \_\_\_\_\_ Country: \_\_\_\_\_

**Dividends are to be paid as follows**

In case of self-custody: \_\_\_\_\_ to the bank/bank account  
\_\_\_\_\_ to the postal checking account no.

In case of bank custody,  
to the following bank: \_\_\_\_\_

\* Reference no. (max. 15 car.) \_\_\_\_\_

\* Clearing no. \_\_\_\_\_

\* to be filled out by the bank

I confirm that above particulars are correct and hereby declare that I:

- i) do not directly or indirectly hold more than 4% of the total registered share capital of Chocoladefabriken Lindt & Sprüngli AG;
- ii) have not acted and shall not act in a co-ordinated manner with other individuals or legal entities or partnerships with regard to the registration restrictions pursuant to article 3 para. 6 of the Articles of Association of Chocoladefabriken Lindt & Sprüngli AG; and
- iii) shall receive and hold the shares for my own account and as my property both legally and financially, and shall not receive and hold them as a fiduciary or in another manner on behalf of third parties, and in particular shall not hold the shares on the basis of a "securities lending" transaction or comparable transaction (comparable transactions include so-called "repos" as well as all transactions where a share is formally acquired and held, the economic interest, however, is transferred to another person or entity (or never acquired), such as (without intending the following examples to be exhaustive) the purchase of a share tied to (i) the sale of a future pertaining to the share, (ii) the undertaking of a swap or a so-called contract for difference or (iii) the purchase of a put option with a low strike price).

I am aware of the legal consequences of a false declaration pursuant to article 251 of the Swiss Criminal Code, article 28 of the Swiss Code of Obligations and article 3 par. 8 of the Articles of Association of Chocoladefabriken Lindt & Sprüngli AG.

I undertake to notify Chocoladefabriken Lindt & Sprüngli AG without delay of any significant changes relating to the particulars given in this application for registration in the share register (especially in the event of a change regarding the beneficial owner).

**AUTHORITY FOR THE TRANSFER OF SHARES**

I hereby authorise Chocoladefabriken Lindt & Sprüngli AG to endorse or to assign my shares in my name in the event of a transfer at a later date. This authority is also valid for shares that have already been registered in my name up to now.

If the principal loses the capacity to act, this authority does not expire.

The authority may only be validly revoked by notification sent to Chocoladefabriken Lindt & Sprüngli AG, 8802 Kilchberg by registered mail.

APPLICATION BY INDIVIDUALS FOR REGISTRATION  
IN THE SHARE REGISTER

It is optional to give the above authority. Its purpose is to spare the shareholder from being obliged to endorse the share certificate or sign a certificate of assignment in the event of a transfer at a later date. If the shareholder does not wish to give such authority, the above text relating to the authority must be crossed out.

**PRINTING OF SHARES**

I take note that:

- i) the registered shares of Chocoladefabriken Lindt & Sprüngli AG are generally uncertificated securities (within the meaning of the Code of Obligations) and intermediary-held securities (within the meaning of the Intermediary-Held Securities Act) and that in such case (where Swiss law is applicable), they may only be transferred pursuant to the provisions of the Intermediary-Held Securities Act;
- ii) following my registration in the share register, I may request Chocoladefabriken Lindt & Sprüngli AG to issue a written statement in respect of my registered shares at any time but that I have, however, no entitlement to the printing and delivery of certificates;
- iii) Chocoladefabriken Lindt & Sprüngli AG may print and deliver certificates for registered shares (whether for single or for multiple shares, or global certificates) at any time, that Chocoladefabriken Lindt & Sprüngli AG may withdraw registered shares issued as intermediary-held securities from the relevant custody system, and that, with the consent of the shareholder, Chocoladefabriken Lindt & Sprüngli AG may cancel issued certificates which are returned to it without replacement.

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Place, Date

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Applicant's signature  
(or signature of his legal representative)

\* This reference number shall appear together with the name of the shareholder on all correspondence (dispatch notes, payment lists, lists of subscription rights, voting lists). Use should be made of this number as it assists banks in carrying out the reconciliation procedure.

**Send to:**

Chocoladefabriken  
Lindt & Sprüngli AG  
Share Register  
c/o Nimbus AG  
Post office box  
CH-8866 Ziegelbrücke

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LINDT & SPRÜNGLI AG  
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SWITZERLAND

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# APPLICATION BY LEGAL ENTITIES FOR REGISTRATION IN THE SHARE REGISTER

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LINDT & SPRÜNGLI GROUP

## APPLICATION BY LEGAL ENTITIES FOR REGISTRATION IN THE SHARE REGISTER

We request that \_\_\_\_\_ registered shares with a nominal value of 100 CHF (Security 1057 075) be registered in the share register in our name, according to the provisions of the Articles of Association and the applicable legal provisions.

Please fill out with a typewriter or in block capitals

We are already registered as shareholder:  yes  no

Corporate name: \_\_\_\_\_

Domicile (Street, No.): \_\_\_\_\_

Postcode, Location: \_\_\_\_\_

Legal form (stock corporation, trust etc.): \_\_\_\_\_

Scope (acc. to articles of association, deed of foundation etc.): \_\_\_\_\_

Breakdown of shareholders, partners or beneficiaries according to nationality:

Switzerland %

Foreign country %

We desire correspondence from Chocoladefabriken Lindt & Sprüngli AG to be delivered to:

the address given above

the following address for service: \_\_\_\_\_

Postcode, Location: \_\_\_\_\_ Country: \_\_\_\_\_

**Dividends are to be paid as follows:**

In case of self-custody: \_\_\_\_\_ to the bank/bank account: \_\_\_\_\_

\_\_\_\_\_ to the postal checking account no.: \_\_\_\_\_

In case of bank custody,  
to the following bank: \_\_\_\_\_

\* Reference no. (max. 15 car.) \_\_\_\_\_

\* Clearing no. \_\_\_\_\_

\* to be filled out by the bank

We confirm that above particulars are correct and hereby declare that we:

- i) do not directly hold more than 4% of the total registered share capital of Chocoladefabriken Lindt & Sprüngli AG;
- ii) do not hold more than 4% of the total registered share capital of Chocoladefabriken Lindt & Sprüngli AG together with other legal entities and/or partnerships having legal capacity, with which we are linked in terms of capital, votes, common management or in another similar way;
- iii) have not acted and shall not act in a co-ordinated manner with other individuals or legal entities or partnerships with regard to the registration restrictions pursuant to article 3 para. 6 of the Articles of Association of Chocoladefabriken Lindt & Sprüngli AG;
- iv) shall receive and hold the shares in our own name and for the account of the beneficial owners of our entity and not receive and hold the shares as a fiduciary or in another manner on behalf of third parties, and in particular shall not hold the shares on the basis of a "securities lending" transaction or a comparable transaction (comparable transactions include so-called "repos" as well as all transactions where a share is formally acquired and held, the economic interest, however, is transferred to another person or entity (or never acquired), such as (without intending the following examples to be exhaustive) the purchase of a share tied to (i) the sale of a future pertaining to the share, (ii) the undertaking of a swap or a so-called contract for difference or (iii) the purchase of a put option with a low strike price) and
- v) shall disclose the identity of the beneficial owners of our entity when so requested by Chocoladefabriken Lindt & Sprüngli AG.

We are aware of the legal consequences of a false declaration pursuant to article 251 of the Swiss Criminal Code, article 28 of the Swiss Code of Obligations and article 3 para. 8 of the Articles of Association of Chocoladefabriken Lindt & Sprüngli AG.

We undertake to notify Chocoladefabriken Lindt & Sprüngli AG without delay of any significant changes relating to the particulars given in this application for registration in the share register (especially in the event of a change regarding the beneficial owners).

**AUTHORITY FOR THE TRANSFER OF SHARES**

We hereby authorise Chocoladefabriken Lindt & Sprüngli AG to endorse or to assign our shares in our name in the event of a transfer at a later date. This authority is also valid for shares that have already been registered in our name up to now.

APPLICATION BY LEGAL ENTITIES  
FOR REGISTRATION IN THE SHARE REGISTER

If the principal loses the capacity to act, this authority does not expire.

The authority may only be validly revoked by notification sent to Chocoladefabriken Lindt & Sprüngli AG, 8802 Kilchberg by registered mail.

It is optional to give the above authority. Its purpose is to spare the shareholder from being obliged to endorse the share certificate or sign a certificate of assignment in the event of a transfer at a later date. If the shareholder does not wish to give such authority, the above text relating to the authority must be crossed out.

### PRINTING OF SHARES

We take note that:

- i) the registered shares of Chocoladefabriken Lindt & Sprüngli AG are generally uncertificated securities (within the meaning of the Code of Obligations) and intermediary-held securities (within the meaning of the Intermediary-Held Securities Act) and that in such case (where Swiss law is applicable), they may only be transferred pursuant to the provisions of the Intermediary-Held Securities Act;
- ii) following our registration in the share register, we may request Chocoladefabriken Lindt & Sprüngli AG to issue a written statement in respect of our registered shares at any time but that we have, however, no entitlement to the printing and delivery of certificates;
- iii) Chocoladefabriken Lindt & Sprüngli AG may print and deliver certificates for registered shares (whether for single or for multiple shares, or global certificates) at any time, that Chocoladefabriken Lindt & Sprüngli AG may withdraw registered shares issued as intermediary-held securities from the relevant custody system, and that, with the consent of the shareholder, Chocoladefabriken Lindt & Sprüngli AG may cancel issued certificates which are returned to it without replacement.

---

Place, Date

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Applicant's signature

(or signature of his legal representative)

\* This reference number shall appear together with the name of the shareholder on all correspondence (dispatch notes, payment lists, lists of subscription rights, voting lists). Use should be made of this number as it assists banks in carrying out the reconciliation procedure.

**Send to:**

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SWITZERLAND

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# SUPPLEMENTARY DECLARATION TO THE APPLICATION BY LEGAL ENTITIES AND COMPARABLE ENTITIES FOR REGISTRATION IN THE SHARE REGISTER

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LINDT & SPRÜNGLI GROUP

## SUPPLEMENTARY DECLARATION TO THE APPLICATION BY LEGAL ENTITIES AND COMPARABLE ENTITIES FOR REGISTRATION IN THE SHARE REGISTER

We recognise that the Company may refuse to grant us the status of shareholder with voting rights on the basis of the registration restrictions set down by the Articles of Association and by the law.

[Please mark the applicable alternative with a cross]

- We hereby declare and verify by means of the documents attached that we have more than 30 beneficiaries and that none of these beneficiaries maintains a holding of more than 5%.
- The following persons are beneficial owners of our entity and maintain a holding of more than 5%:

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Name:

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Address:

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Nationality:

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Name:

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Address:

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Nationality:

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SUPPLEMENTARY DECLARATION  
TO THE APPLICATION BY LEGAL ENTITIES AND COMPARABLE  
ENTITIES FOR REGISTRATION IN THE SHARE REGISTER

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**Name:**

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**Address:**

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**Nationality:**

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SUPPLEMENTARY DECLARATION  
TO THE APPLICATION BY LEGAL ENTITIES AND COMPARABLE  
ENTITIES FOR REGISTRATION IN THE SHARE REGISTER

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**Name:**

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**Address:**

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**Nationality:**

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**Name:**

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**Address:**

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**Nationality:**

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In the event that in a specific case we deviate from the above declaration, we will inform  
Chocoladefabriken Lindt & Sprüngli AG to that effect.

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Place, Date

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Signature

**Send to:**

Chocoladefabriken  
Lindt & Sprüngli AG  
Share Register  
c/o Nimbus AG  
Post office box  
CH-8866 Ziegelbrücke

© 2013, Chocoladefabriken Lindt & Sprüngli AG, Kilchberg (Switzerland).

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CHOCOLADEFABRIKEN  
LINDT & SPRÜNGLI AG  
SEESTRASSE 204, CH-8802 KILCHBERG  
SWITZERLAND  
[www.lindt.com](http://www.lindt.com)

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# REGISTRATION AS NOMINEE

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LINDT & SPRÜNGLI GROUP

## REGISTRATION AS NOMINEE

We hereby apply for admission as a nominee ("Nominee") for the purpose of holding registered shares of Chocoladenfabriken Lindt & Sprüngli AG, Seestrasse 204, 8802 Kilchberg ("Company") with the right to vote for the account of and on behalf of one or more beneficial owners ("Beneficial Owners").

**Corporate Name:**

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**Complete address of registered office:**

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**Postal address (if different from above):**

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**Affiliation/background** (indicating financial/management relationship with controlling entities/individuals, giving names and nationality):

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**Responsible executive(s):**

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**The Nominee is subject to the following bank or financial market supervision:**

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**Bank references:**

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**Person responsible for**

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– relations with the Company's share register:

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– dividends:

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– votes/proxies for shareholders' meetings:

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– rights issues:

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**Communications are desired in**  English  German  French

1. We undertake to,
    - i) inform the Company's share register of any changes in the information given in this application within 10 calendar days;
    - ii) use our best effort to have the Beneficial Owners directly recorded in the share register of the Company;
    - iii) inform the Beneficial Owners about the terms of this application;
    - iv) disclose all Beneficial Owners at any time within ten working days after the Company may request so. Such disclosure shall include (i) the name, address, location or registered office and nationality of each Beneficial Owner and (ii) the respective number of shares held by each Beneficial Owner. We understand and agree that shares of our customers who do not comply with these disclosure obligations will be registered without the right to vote;
    - v) disclose all Beneficial Owners, whose shareholdings exceed 0.5% of the issued share capital if our shareholdings exceed 2% of the registered share capital, as set forth in the commercial register. Such disclosure shall be done (i) immediately after our shareholdings exceed 2% of the registered share capital, (ii) on a half-year basis, (iii) 20 calendar days prior to any shareholders' meeting and (iv) at any time within ten working days after the Company may request so, and shall include (i) the names, addresses, locations or registered offices and nationalities of the relevant Beneficial Owners and (ii) the number of shares held by each Beneficial Owner with more than 0.5% of the issued share capital. We understand and agree that shares of our customers who do not comply with these disclosure obligations will be registered without the right to vote.
  2. We understand and accept the provisions of the Articles of Association of the Company.
  3. We understand and agree that
    - i) with our registration as Nominee, we will be recorded in the share register of the Company as the holder of registered shares held for and on behalf of third parties and the Company may validly discharge its obligations in connection with such shares vis-à-vis the Nominee;
    - ii) after being heard, the board of directors of the Company may cancel with retroactive effect as of the date of registration, the registration of shareholders as shareholders with the right to vote if the registration was effected based on false information. The respective shareholder or nominee shall be informed immediately of the cancellation of the registration;
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- iii) our registration in the share register as Nominee may be withdrawn by us giving the Company 10 calendar days' notice in writing, and any privilege granted in accordance with this application may be terminated by the Company giving us 10 calendar days' notice in writing. Following withdrawal or termination, the registration of the shares recorded in our capacity as Nominee will be recorded in the share register as shares without the right to vote.
4. We confirm our agreement that the place of jurisdiction for any disputes arising from or in connection with this application shall be at the registered office of the Company.

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Place, Date

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Signature

**Send to:**

Chocoladefabriken  
Lindt & Sprüngli AG  
Share Register  
c/o Nimbus AG  
Post office box  
CH-8866 Ziegelbrücke

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LINDT & SPRÜNGLI AG  
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SWITZERLAND

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