



LINDT & SPRÜNGLI


**Invitation to the
124th Annual General Meeting
of Chocoladefabriken Lindt & Sprüngli AG**

2022

Table of Content

Agenda Items and Proposals of the Board of Directors	5
Organizational Matters.....	11
Explanatory Notes on the Compensation-related Agenda Items	15
Gift Box – Information Sheet	26

Annual General Meeting of Chocoladefabriken Lindt & Sprüngli AG
Thursday, April 28, 2022
at 10.00 a.m. at the domicile of the Company

 This is a courtesy translation of the German original, which is available on our website
<http://www.lindt-spruengli.com/investors/events-presentations/annual-general-meeting/>
In case of inconsistencies between the German original and the English translation,
the German version shall prevail.

Dear Shareholders

We hereby formally invite you to the 124th Annual General Meeting of Chocoladefabriken Lindt & Sprüngli AG on April 28, 2022. Please find the agenda items, the proposals of the Board of Directors, and further important information in this brochure as well as on our website www.lindt-spruengli.com.

Due to the uncertain situation in connection with the coronavirus and in the spirit of a cautious approach, the Board of Directors of Chocoladefabriken Lindt & Sprüngli AG has decided, based on article 27 Covid-19-Ordinance 3, to hold the Annual General Meeting 2022 another time **without the personal attendance of the shareholders**. In accordance with the decision of the Board of Directors, all shareholders therefore only have the option to issue a written or electronic power of attorney with voting instructions to the **independent proxy** in order to exercise their rights at the Annual General Meeting. A personal attendance will not be possible. The **Gift Box** will be sent to you by **regular mail as of May 9, 2022**, provided you have granted a valid power of attorney to the independent proxy in due time and have notified us of a postal delivery address in Switzerland (see the Gift Box – Information Sheet). We ask for your understanding in view of the special situation.

In order to grant a power of attorney to the independent proxy, there are the following two alternatives to choose from:

1. Electronic Power of Attorney

Under <https://lindt.shapp.ch>, you may quickly and easily grant a power of attorney and provide instructions for the exercise of your voting rights electronically to the independent proxy. You can find your personal access information for this electronic platform on the attached form **“Written Power of Attorney”**. Your personal access is open until **April 26, 2022, 5.00 p.m.**

On the aforementioned electronic platform, you may also order the Annual Report and/or Semi-Annual Report and notify us of any address changes. Shareholders with a P.O. Box address or domiciled outside of Switzerland may also register a parcel delivery address in Switzerland for the Gift Box (chocolate package, see also the section **Gift Box – Information Sheet** in this brochure) on this electronic platform.

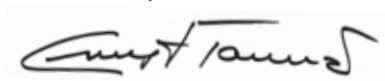
2. Written Power of Attorney

If you prefer the written alternative, please use the enclosed form **“Written Power of Attorney”** in order to grant a power of attorney to the independent proxy. Please return the duly completed and signed form by no later than **April 26, 2022, 5.00 p.m.** (time of receipt), with the enclosed return envelope.

If you are also a holder of participation certificates and keep them as certificates in physical form, e.g. at home or at a bank (so-called Heimverwahrer), we kindly draw your attention to the further information in the section **“Note to Holders of Participation Certificates”/“Conversion of Participation Certificates into Book-Entry Securities”** on page 12.

We thank you for your confidence in our Company and wish you all good health in these difficult times.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Ernst Tanner', is enclosed in a light gray rectangular box.

Ernst Tanner
Executive Chairman of the Board

Agenda Items and Proposals of the Board of Directors

1. Approval of the Consolidated Financial Statements of Lindt & Sprüngli Group and the Statutory Financial Statements of Chocoladefabriken Lindt & Sprüngli AG for the Financial Year 2021.

Proposal: The Board of Directors proposes that the consolidated financial statements of Lindt & Sprüngli Group and the statutory financial statements of Chocoladefabriken Lindt & Sprüngli AG for the financial year 2021 be approved, acknowledging the auditors' reports.

2. Advisory Vote on the Compensation Report 2021

Proposal: The Board of Directors proposes that the Compensation Report for the financial year 2021 be approved in a non-binding advisory vote.

Explanation: Please refer to the Compensation Report 2021 as well as page 15 et seq. of this invitation for more detailed information on compensation.

 <https://www.lindt-spruengli.com/investors/financial-reporting/publications/>

3. Discharge of the Board of Directors and the Group Management

Proposal: The Board of Directors proposes to grant discharge to the members of the Board of Directors and the members of the Group Management for the financial year 2021.

4. Appropriation of the Available Earnings 2021

Proposal: The Board of Directors proposes the following appropriation of the available earnings 2021 and to distribute an ordinary dividend in the amount of CHF 1,200 per registered share and CHF 120 per participation certificate, respectively:

Appropriation of the Available Earnings 2021

in CHF	December 31, 2021
Retained earnings carried forward from previous year	105,854,558
Net income	291,042,009
Other	-89,667 ¹
Total available earnings	396,806,900
Share and participation capital of CHF 24,220,840 as of December 31, 2021 (previous year: CHF 23,996,660), as per the Articles of Association	
1200% (previous year: 731%) dividend	-290,650,080 ²
Allocation to the special reserves	-80,000,000
Transfer from the confirmed reserves from capital contributions to the free reserves	... ³
Distribution from these free reserves, without deduction of Swiss withholding tax, of CHF 0 per registered share/CHF 0 per participation certificate (previous year CHF 369 per registered share/CHF 36.90 per participation certificate)	... ³
Balance to be carried forward	26,156,820

- 1 Includes dividends on treasury shares and participation certificates in the amount of CHF 266,815 which are not paid out, dividends distributed due to options exercised during the period from January 1 to May 5, 2021, in the amount of CHF -361,553 and lapsed dividends in the amount of CHF 5,071.
- 2 Calculation based on the number of registered shares and participation certificates as of December 31, 2021. The number of registered shares and participation capital which is entitled to the distribution and, therefore, the aggregate amount of the dividend, may still change due to the exercise of options during the period from January 1 until the record date (May 3, 2022) as well as due to additions/disposals of treasury shares and participation certificates.
- 3 Reserves from capital contributions must be used for the current share and participation certificate buyback program and are, therefore, not available for distribution at the Annual General Meeting 2022.

Explanation: If the proposal is approved, the ordinary gross dividend will amount to CHF 1,200 per registered share and CHF 120 per participation certificate, respectively, and the aggregate distribution will amount to approx. CHF 290,650,080. The shares and participation certificates will be traded ex-dividend as of May 2, 2022 (ex-date). The dividend will be paid out, subject to deduction of the Swiss withholding tax, as of May 5, 2022 (cf. also footnote 3 to the proposal to agenda item 4). The number of registered shares and participation certificates entitled to distributions will be determined as of the record date (May 3, 2022). Until then, this

number may still change due to the exercise of options in connection with the employee option plan as well as due to additions/disposals of treasury shares and participation certificates. Treasury shares and participation certificates held by Chocoladefabriken Lindt & Sprüngli AG are not entitled to distributions.

5. Reduction of the Share and Participation Capital

Proposal: The Board of Directors proposes

- to reduce the share capital by CHF 45,300 to new CHF 13,509,900 and the participation capital by CHF 375,700 to new CHF 10,289,940 by way of cancellation of 453 own registered shares with a nominal value of CHF 100 each and 37,570 own participation certificates with a nominal value of CHF 10 each, which have been repurchased under the share and participation certificate buy-back program;
- to acknowledge the result of the audit report by PricewaterhouseCoopers AG within the meaning of article 732 para. 2 of the Swiss Code of Obligations (CO), pursuant to which the claims of the creditors are fully covered despite the reduction of the share and participation capital;
- to amend article 3 para. 1 of the Articles of Association as follows: “The Company’s share capital is CHF 13,509,900 divided into 135,099 registered shares with a par value of CHF 100 each. The registered shares are fully paid in.”
- and to amend article 4 para. 1 of the Articles of Association as follows: “The Company’s participation capital (PC) is CHF 10,289,940 divided into 1,028,994 bearer participation certificates with a par value of CHF 10 each. The participation certificates are fully paid in.”
- In all other respects, the current Articles of Association shall remain unchanged.

Explanation: The Board of Directors proposes to the shareholders a capital reduction by way of cancellation of 453 registered shares and 37,570 participation certificates which have been repurchased under Chocoladefabriken Lindt & Sprüngli AG’s share and participation certificate buy-back program between June 1, 2021 and December 31, 2021. The share and participation certificate buy-back program in an amount of up to CHF 750 m was launched on June 1, 2021 on separate trading lines on SIX Swiss Exchange and will be completed at the latest on December 30, 2022. The capital reduction by way of cancellation of registered shares and participation certificates requires that a notice to creditors pursuant article 733 CO is published three times. The notice to creditors will be published in the Swiss Official Gazette of Commerce after the General Meeting. The capital reduction will be effected and registered in the Commercial Register upon expiration of the mandatory statutory two-months waiting period.

6. Elections

6.1 Election of the Chairman and the Members of the Board of Directors

Proposal: The Board of Directors proposes the

6.1.1 Re-election of Mr Ernst Tanner as member and Chairman of the Board of Directors

6.1.2 Re-election of Mr Antonio Bulgheroni as member of the Board of Directors

6.1.3 Re-election of Dr Rudolf K. Sprüngli as member of the Board of Directors

6.1.4 Re-election of Dkfm. Elisabeth Gürtler as member of the Board of Directors

6.1.5 Re-election of Dr Thomas Rinderknecht as member of the Board of Directors

6.1.6 Re-election of Mr Silvio Denz as member of the Board of Directors

Proposal: The Board of Directors proposes the

6.1.7 Election of Dr Dieter Weisskopf as member of the Board of Directors

in each case in an individual election and for a term of office lasting until the conclusion of the next Annual General Meeting.

Explanation: Please refer to the Annual Report, Corporate Governance Report – see section “Board of Directors” for more detailed information about the members of the Board of Directors.

 <https://www.lindt-spruengli.com/investors/financial-reporting/publications/>

6.2 Election of the Members of the Compensation & Nomination Committee

Proposal: The Board of Directors proposes the

6.2.1 Re-election of Dr Rudolf K. Sprüngli as member of the Compensation & Nomination Committee

6.2.2 Re-election of Mr Antonio Bulgheroni as member of the Compensation & Nomination Committee

6.2.3 Re-election of Mr Silvio Denz as member of the Compensation & Nomination Committee

in each case in an individual election and for a term of office lasting until the conclusion of the next Annual General Meeting.

6.3 Election of the Independent Proxy

Proposal: The Board of Directors proposes to re-elect Dr Patrick Schleiffer, Attorney-at-law, Lenz & Staehelin, as the independent proxy for a term of office lasting until the conclusion of the next Annual General Meeting.

6.4 Election of the Statutory Auditors

Proposal: The Board of Directors proposes to re-elect PricewaterhouseCoopers AG, Zurich, as statutory auditors for the financial year 2022.

7. Votes on Compensation

Explanation: Please refer to the Compensation Report 2021 as well as the following explanatory notes on page 15 et seqq. of this Invitation for more detailed information on compensation matters.

🔗 <https://www.lindt-spruengli.com/investors/financial-reporting/publications/>

7.1 Approval of the Maximum Aggregate Compensation Amount for the Board of Directors for the Term of Office 2022/2023

Proposal: The Board of Directors proposes to approve a maximum aggregate compensation amount of CHF 3.2 million for the members of the Board of Directors for the period from the Annual General Meeting 2022 until the Annual General Meeting 2023.

7.2 Approval of the Maximum Aggregate Compensation Amount for the Group Management for the Financial Year 2022

Proposal: The Board of Directors proposes to approve a maximum aggregate compensation amount of CHF 18.0 million for the members of the Group Management for the financial year 2023.

Organizational Matters

Annual Report

The Annual Report 2021, including the consolidated financial statements of Lindt & Sprüngli Group, the statutory financial statements of Chocoladefabriken Lindt & Sprüngli AG, the Compensation Report as well as the respective auditors reports for the financial year 2021, is available for inspection by the shareholders at the domicile of the Company and is available on the Company's webpage. In addition, all shareholders entered in the share register may order a printed copy on the electronic platform ShApp (<https://lindt.shapp.ch>) or with the enclosed form "Written Power of Attorney". The printed copies will be sent as of the beginning of April 2022.

🔗 <https://www.lindt-spruengli.com/investors/financial-reporting/publications/>

Exercise of Voting Rights and Granting of a Power of Attorney

In accordance with article 13 of the Articles of Association, those shareholders who are entered with voting rights in the share register by April 13, 2022, 11.59 p.m., are entitled to vote at the Annual General Meeting. No registrations of share transfers in the share register will be made during the period from April 13, 2022, 11.59 p.m., until and including April 28, 2022.

Due to the current situation in connection with the coronavirus, all shareholders may exclusively exercise their rights by issuing a power of attorney and instructions to the independent proxy. There is no possibility to participate in person at the General Meeting of Shareholders. Dr Patrick Schleiffer, Attorney-at-Law, Lenz & Staehelin, Brandschenkestrasse 24, 8027 Zurich, acts as independent proxy.

In case that the independent proxy cannot be present, the Board of Directors will appoint a new independent proxy. The powers of attorney granted and instructions issued to the independent proxy are also valid for such new independent proxy appointed by the Board of Directors.

In order to grant a power of attorney and issue instructions to the independent proxy, the shareholders have the following two alternatives to choose from:

- the online platform ShApp (<https://lindt.shapp.ch>). On this electronic platform you may directly grant a power of attorney and issue instructions regarding the exercise of voting rights to the independent proxy. You can find your personal access information (identification code and password) for this platform on enclosed form “Written Power of Attorney”. The granting of a power of attorney and issuance of instructions to the independent proxy by electronic means (as well as changes thereto) will be possible until April 26, 2022, 5.00 p.m., at the latest.
- by mail using the enclosed form “Written Power of Attorney”. The duly completed and legally valid signed form must be returned by April 26, 2022, 5.00 p.m. (time of receipt), at the latest.

Exercise of Voting Rights

Pursuant to article 12 para. 3 and para. 4 of the Articles of Association, when exercising voting rights no shareholder may accumulate, directly or indirectly through shares held or shares represented, more than 6% of the votes of the existing share capital. Natural persons and legal entities that are related to each other through capital or voting rights or in any other way, or who are acting in concert, are deemed to be one person or one shareholder. The Board of Directors or a committee designated by the Board of Directors is empowered to deviate from these restrictions under special circumstances. The restriction of voting rights does not apply to the exercise of voting rights by the independent proxy (article 689c CO) or to shareholders registered in the share register with more than 6%.

Note to Holders of Participation Certificates

Holders of participation certificates will be notified about the convocation of the Annual General Meeting by way of announcement in the Swiss Official Gazette of Commerce. Holders of participation certificates are not entitled to participate in the Annual General Meeting. Minutes on the resolutions adopted at the Annual General Meeting will be available to shareholders as well as the holders of participation certificates for inspection as of April 28, 2022, at the Company’s domicile and will be available online for download.


🔗 <https://www.lindt-spruengli.com/investors/annual-general-meeting/>

Conversion of Participation Certificates into Book-Entry Securities

Chocoladefabriken Lindt & Sprüngli AG has decided in the past year 2020 to stop issuing physical dividend vouchers (*coupons*) on bearer participation certificates. Holders who keep their participation certificates as certificates in physical form e.g. at home or at their bank (e.g. in a safe deposit box or in individual custody) (so-called Heimverwahrer) were and are asked to deliver their participation certificates (including remaining coupons and talons, if any) to a bank of choice in order to book their participation certificates into their existing securities account, or one to be opened. For participation certificates which are not held as book-entry security, any future dividends on participation certificates will not automatically be serviced through the banking system, but only according to the applicable requirements of Swiss securities law. Holders of participation certificates which are held in physical form should be aware that dividends which are not claimed within five years will definitely be allocated to the Company.

Holders who already keep their participation certificates in a securities account with their deposit bank are not affected by the change and need not act.

For further information and questions, please refer to the Investor Relations website or contact the Investor Relations Department of the Company on phone number +41 44 716 25 37 or via e-mail investors@lindt.com.

 <https://www.lindt-spruengli.com/investors/participation-certificate/>

Translation: This is a courtesy translation of the original German version of the Invitation to the Annual General Meeting. In case of inconsistencies between the German original and the English translation, the German version shall prevail.

Kilchberg, April 1, 2022

The Board of Directors

Annex

- Explanatory Note on the Compensation-related Agenda Items (p. 15 et seq.).
- Gift Box – Information Sheet (p. 26 et seq.).
- Form “Written Power of Attorney”, Return Envelope as a separate attachment.

Explanatory Notes on the Compensation – related Agenda Items

Overview on the Compensation-related Agenda Items

At the Annual General Meeting, there are three compensation-related agenda items to be voted on:

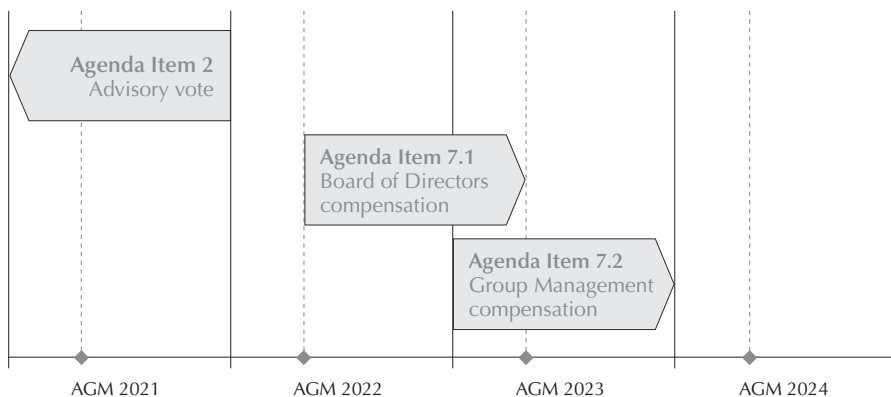
- **Agenda Item 2:** Advisory Vote on the Compensation Report 2021;
- **Agenda Item 7.1:** Approval of the Maximum Aggregate Compensation Amount for the Board of Directors for the Term of Office 2022 / 2023;
- **Agenda Item 7.2:** Approval of the Maximum Aggregate Compensation Amount for the Group Management for the Financial Year 2023.

Compensation-related Agenda Items

Since the 2015 General Meeting, the General Meeting approves in separate votes the proposals of the Board of Directors for the maximum aggregate compensation for the members of the Board of Directors until the next Annual General Meeting, and for the maximum aggregate compensation for Group Management for the respective forthcoming financial year. The Compensation Report for the previous financial year is also submitted to the shareholders for approval by way of a non-binding advisory vote.

Accordingly, the following compensation-related agenda items are foreseen for the Annual General Meeting:

Compensation-related Votes



Agenda Item 2

Advisory Vote on the Compensation Report 2021

Based on the recommendations of the “Swiss Code of Best Practice for Corporate Governance”, the Board of Directors submits for the eighth time the Compensation Report to the Annual General Meeting for approval by way of an advisory vote.

The Compensation Report describes the underlying basics, governing principles and elements of the compensation of the senior management of the Lindt & Sprüngli Group and also contains information on the actual compensation paid to the members of the Board of Directors and Group Management. The information provided refers in each case to the financial year ending on December 31, 2021 (where required with comparative figures for the previous financial year). The Compensation Report also incorporates the disclosure obligations set out in article 14 et seqq. VegüV and article 663c para. 2 CO, the requirements of Section 5 of the Annex to the Directive on Information relating to Corporate Governance Directive (Corporate Governance Directive) of SIX Swiss Exchange and the recommendations of the “Swiss Code of Best Practice for Corporate Governance” issued by economiesuisse in its last published version of February 29, 2016.

The Compensation Report also contains a detailed description of the compensation governance of the Lindt & Sprüngli Group, taking into account the compensation-related duties and competences of the Compensation Committee (Compensation & Nomination Committee [CNC]), the CEO, the Board of Directors, and the General Meeting.

The following table provides an overview of the approval system for the compensation for the Board of Directors, the CEO, and the Group Management:

Approval System for the Compensation of the Board of Directors, the CEO, and the Group Management

	CEO	CNC	BoD	AGM
Maximum aggregate compensation BoD		Proposal to BoD	Proposal to AGM	Decision (prospective)
Individual compensation BoD		Proposal to BoD	Decision	
Maximum aggregate compensation Group Management	Proposal to CNC	Proposal to BoD	Proposal to AGM	Decision (prospective)
Individual compensation CEO		Proposal to BoD	Decision	
Individual compensation other members of the Group Management	Proposal to CNC	Decision		
Advisory vote on Compensation Report		Proposal to BoD	Proposal to AGM	Decision (retrospective)

The Compensation Report is part of the Annual Report. You can find the Compensation Report as of page 51 of the Annual Report 2020.

Agenda Item 7.1

Approval of the Maximum Aggregate Compensation Amount for the Board of Directors for the Term of Office 2022/2023

The non-executive members of the Board of Directors receive compensation in the form of a fixed flat-rate fee of CHF 145,000 which is paid out in cash after the Annual General Meeting for the respective preceding term. The Executive Chairman of the Board of Directors receives a fixed compensation in the form of a salary of CHF 2 million per year, which is paid out in cash on a monthly basis. No member of the Board of Directors is currently entitled to any variable compensation or any allocation of option rights or other equity interests (shares or participation

certificates). The principles governing the compensation of the members of the Board of Directors are set out in article 21 para. 2 of the Articles of Association.

The amount of total compensation is regularly reviewed by way of external benchmarking and involves a comparison of the level and structure of Board of Directors compensation with, most recently, 21 industrial companies from the SMI and SMIM that are similar to Lindt & Sprüngli in terms of market capitalization and sales. The last benchmarking for the Board of Directors compensation was undertaken in December 2021.

The following table provides an overview of the total compensation actually paid in the financial years 2020 and 2021 and planned for 2022, respectively. The Board of Directors proposes that the maximum aggregate amount for the compensation of the Board of Directors for the term of office 2022/2023 be set at CHF 3.2 million.

Aggregate Compensation of the Board of Directors

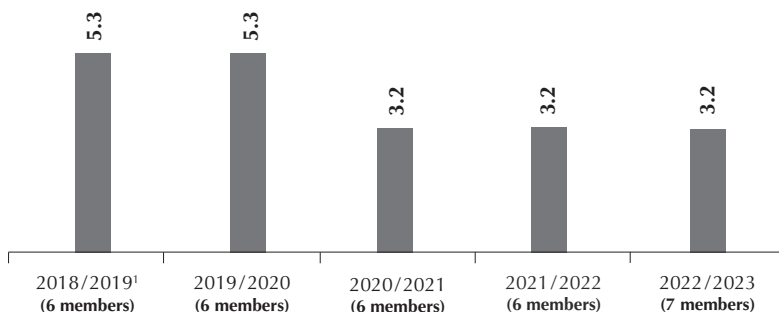
Payment in CHF thousand	Actually paid out		Planned
	2020	2021	2022*
Salary	2,725	2,725	3,000
Other compensation	111	113	200
Total BoD compensation	2,836 (6 members)	2,838 (6 members)	3,200 (6 members)

*Payout after AGM 2022.

The amount actually paid out for the financial year 2022 will be disclosed in the Annual Report 2022.

Approved or, respectively, Proposed Maximum Aggregate Compensation

in CHF million



1 Approved by AGM 2018.

2 Approved by AGM 2019.

3 Approved by AGM 2020.

4 Approved by AGM 2021.

5 To be approved by AGM 2022.

Agenda Item 7.2

Approval of the Maximum Aggregate Compensation Amount for the Group Management for the Financial Year 2023

Compensation plays a central role in recruitment and retention of employees. Thus compensation also influences the Company's future success. Lindt & Sprüngli is committed to performance-based compensation in line with the market standards aligning the long-term interests of shareholders, employees, and customers. Therefore, the compensation system at Lindt & Sprüngli pursues the following five goals:

1. Long-term motivation of employees,
2. long-term retention of key personnel in the Company,
3. appropriateness of the cost of compensation in relation to the results,
4. ensuring that the activities of the management are aligned with the long-term interests of the owners, and
5. attract talent and be an attractive employer.

Lindt & Sprüngli attaches great importance to employee retention, which manifests itself particularly in the exceptionally low turnover rate over many years. This is of great importance for a premium product manufacturer with a long-term strategy. Compensation principles at Lindt & Sprüngli are meant to have a medium and long-term effect and to be sustainable. Continuity is a high priority.

Compensation of the Group Management

The compensation of the members of Group Management consists of a combination of a fixed compensation (1) (base salary and other compensation / ancillary benefits), a short-term performance-based compensation (2) (cash bonus) and a long-term performance-based compensation (3) in the form of options for participation certificates, in each case consistent with their respective positions.

Lindt & Sprüngli seeks to ensure that actual compensation of the members of Group Management is linked to the business performance by delivering a substantial portion of compensation in the form of variable performance-based compensation.

Compensation elements of the Group Management

Fixed compensation (base salary) and other compensation / ancillary benefits

The fixed compensation (1) (base salary) essentially reflects the particular functional level, competencies and experience of each of the members of Group Management. It is paid out on a monthly basis in twelve or thirteen, respectively, equal cash installments.

In addition, members of Group Management receive other compensation and ancillary benefits, including entitlement to a company vehicle and participation in pension plans.

Short-term performance-based compensation (cash bonus)

The realization of the short-term performance-based compensation (2) is tied to the achievement of clearly defined targets, on the one hand corporate financial targets, and on the other hand individual, qualitative targets for the respective financial year. The amount of the individual short-term performance-based compensation is determined by multiplying the individual target cash bonus with a target achievement degree. The payment in cash occurs in spring of the following year once the achievement of targets has been determined. The individual target cash bonus is defined as a percentage of base salary. For the CEO it is set at 100% of base salary. For the other members of Group Management, it is set between 30% and 90% of base salary. In 2021, the total amount of the aggregate cash bonuses awarded to the members of Group Management amounted to CHF 3,036 million (previous year CHF 1,287 million).

A target achievement degree is determined based on a scorecard and ranges from 0% to 200% (maximum degree of target achievement). In other words, the maximum cash bonus paid out is limited to twice the target cash bonus and cannot exceed 200% of base salary for the CEO and 60% to 180% for members of Group Management, respectively.

For the CEO and the members of Group Management, the target achievement degree largely depends on the achievement of corporate financial targets for the financial year (65%) and, to a smaller extent, on the achievement of annual personal qualitative targets (35%), which are set by the CNC at its discretion. The financial targets are determined annually and correlate with the long-term strategy, which strives for achieving sustainable organic sales growth accompanied by continuous improvement in profitability.

For those members of Group Management who have responsibility on regional or country level, respectively, financial targets on regional or country level, respectively, are also taken into account, along with Group targets. Non-financial targets depend on the individual function and refer to the implementation of the strategy and to defined leadership and conduct criteria, including promotion of Environment Social Governance (ESG) and Diversity & Inclusion (D&I) efforts. In order to support the achievement of our sustainability goals, from 2022 onwards, three to four individual qualitative targets will be defined for each member of Group Management which are linked to our strategic goals, e.g. living and breathing our Lindt values (Excellence, Innovation, Entrepreneurship, Responsibility, Collaboration), focussing on internal talent development, promoting women in leadership positions or supporting our transformation agenda. For each member of Group Management, at least one goal will be linked to our sustainability goals.

In the financial year 2021, Lindt & Sprüngli achieved strong results in an economically challenging year impacted by the Corona pandemic. The corporate financial targets set for the year under the short-term performance-based compensation program were met. All members of Group Management also achieved their annual individual qualitative targets by showing great leadership, embracing change and continuous innovation. For all members of Group Management, the effectively paid individual cash bonuses for 2021 correspond on average to 85% of the base salary (36% in 2020), and for the CEO 83% (0% in 2020 as for the year 2020, the CEO waived any cash bonus).

Long-term performance-based compensation (option plan)

The long-term performance-based compensation (3) consists of an option plan awarded to Group Management and selected key employees with expert knowledge at the annual discretion of the Board of Directors, with respect to the CEO or, respectively the CNC, with respect to the other members of Group Management. It strengthens the shareholder orientation and aligns the interests of Group Management with those of the Company's shareholders in the long

term by awarding the long-term increase of the value of the Company. Grant levels are determined by the CNC or, respectively, the Board of Directors (upon proposal by the CNC), based on multiple factors, including the employee's position and influence on the long-term success of the Company, yet not depending on the Company's previous year's performance. The individual grant levels are based on a number of options on participation certificates valued by using the binomial model for the determination of option prices. The resulting CHF amount is however capped and may not exceed 200% of the base salary for each member in any year. In 2021, the total of the option grants awarded to the members of Group Management (other than the CEO), amounted to CHF 3,110 million (previous year 3,568 million). The option grant awarded to the Group CEO amounted to CHF 1,583 million (previous year 1,223 million). Each option carries the right to subscribe to one participation certificate (subscription ratio 1:1). The option exercise price corresponds to the average amount of the closing price of the participation certificates of Chocoladefabriken Lindt & Sprüngli AG on the five trading days on the SIX Swiss Exchange prior to grant.

Option rights have an exercise period of up to seven years from grant and have vesting periods for the exercise of three (35%), four (35%) or five (30%) years.

Compensation of the members of Group Management for the years 2021 and 2020 is shown in the following table. The valuation of the option-based compensation for 2021 and 2020 is based on the respective market values at the time of grant.

Aggregate Compensation of the Group Management

CHF thousand	Fixed gross compensation ¹	Variable cash compensation ²	Options ³	2021 market value
				Total compensation
Dr Dieter Weiskopf, CEO	1,263	1,000	1,583	3,846
Other members of Group Management ⁴	3,916	3,036	3,110	10,062
Total	5,179	4,036	4,693	13,908

CHF thousand	Fixed gross compensation ¹	Variable cash compensation ²	Options ³	2020 market value
				Total compensation
Dr Dieter Weiskopf, CEO	1,265	0	1,223	2,488
Other members of Group Management ⁵	3,845	1,287	3,568	8,700
Total	5,110	1,287	4,791	11,188

1 Total of paid-out gross compensation, including pension fund and social insurance contributions paid by the employer, that establishes or increases employee benefits.

2 Expected pay-out (accrual basis) in April of the following year according to the proposal of the CNC to the BoD (excluding social charges paid by employer). D. Weiskopf waived his cash bonus for the year 2020.

3 Option grants on Lindt & Sprüngli participation certificates under the terms and conditions of the Lindt & Sprüngli employee share option plan. The valuation reflects the market value at the times of grant. The total number of granted options in 2021 to D. Weiskopf was 2,800 options (1,800 options in 2020) and in total to all other members of the Group Management 5,500 options (5,250 options in 2020).

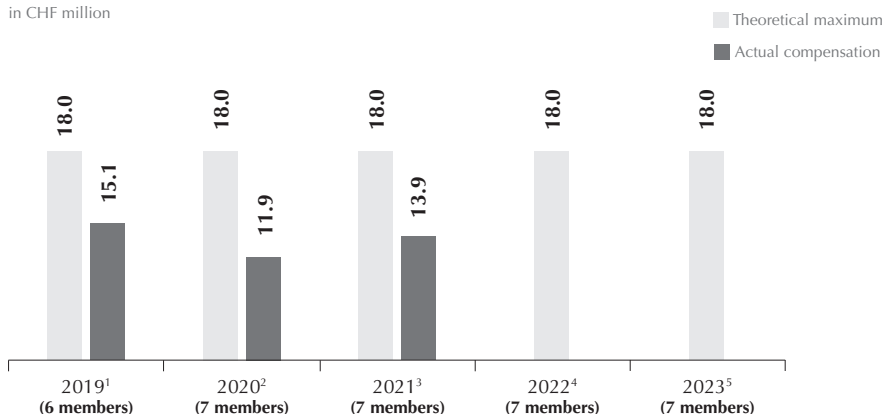
4 There have been six other Group Management members as of December 31, 2021.

5 There have been six other Group Management members as of December 31, 2020.

The following chart shows the maximum theoretical target compensation and actual total compensation of the Group Management in a year-by-year comparison. The calculation of the maximum total compensation is based on the fixed gross compensation and the assumption that all corporate and individual targets are achieved at a maximum level. For the financial year 2023, the Board of Directors proposes a maximum aggregate compensation amount of CHF 18.0 million:

Aggregate Compensation of the Group Management

in CHF million



1 Approved by AGM 2018.

2 Approved by AGM 2019. Jennifer Picenoni was elected to Group Management as per January 1, 2020.

3 Approved by AGM 2020.

4 Approved by AGM 2021.

5 To be approved by AGM 2022.

The differences between the respective proposed amounts and the actual total compensation can be explained as follows:

1. The amount of CHF 18.0 million for 2023 as proposed to the Annual General Meeting reflects the theoretical maximum aggregate compensation that covers several possible scenarios.
2. All performance-based compensation elements directly depend on the achievement of financial and qualitative targets of the members of the Group Management.
3. The long-term performance-based compensation elements depend on the then current market price for options in 2023.

For 2022, the Board of Directors proposes a maximum aggregate compensation amount of CHF 18.0 million for all seven members of the Group Management. In this scenario, an average cash bonus as well as corresponding options would be granted. The proposed amount of CHF 18.0 million is intended to ensure that, depending on the performance achieved for the Company, sufficient funds are available for the allocation of the long-term compensation.

Information on New Election

Agenda Item 6.1.7

Election of Dr Dieter Weisskopf as member of the Board of Directors

Dr Dieter Weisskopf (CH) lic. rer. pol. – Mr Weisskopf started his career at Swiss Union Bank. After gaining additional experience in the banking sector in South America, he then changed to the food industry, joining the Jacobs Suchard Group. At Jacobs Suchard and at Klaus Jacobs Holding, he held executive management positions in the area of finance, lastly as CFO in Canada and Switzerland. Mr Weisskopf joined the Lindt & Sprüngli Group in 1995 as Head of Finance, Administration, IT, Purchasing and Sustainability. Since 2004, he has also been responsible for production. As of October 1, 2016, he took over as CEO of the Lindt & Sprüngli Group and is responsible for Group Communications and Group HR. Towards the end of 2022 he will hand over the CEO responsibilities to Dr Adalbert Lechner, member of Group Management. Mr Weisskopf's strong record of leadership in global corporations and his broad know-how will significantly enhance the expertise of the Board of Directors of Lindt & Sprüngli.

Gift Box – Information Sheet

This year, we would like to cordially thank again all shareholders who exercise their voting rights by providing them with a chocolate package.

1. NO Pick-up at the Annual General Meeting

This year, neither the Gift Box vouchers nor the Gift Boxes will be distributed at the Annual General Meeting. Please see the following chapter concerning the shipment of the Gift Box.

2. Shipment of Gift Box if Proxy is Granted in Time

If you exercise your voting rights (either via the online platform ShApp [Shareholder Application] or via mail) by granting a power of attorney to the independent proxy, please note the following:

- If a power of attorney is granted **in time** via the **online platform ShApp** (by no later than **April 26, 2022, 5.00 p.m.**), the chocolate package will automatically be sent by mail to your address. After this date, granting a power of attorney electronically will no longer be possible and, **therefore, also no shipment of the Gift Box.**
- If a power of attorney is granted **in time by mail** (using the form “Written Power of Attorney” by no later than **April 26, 2022, 5.00 p.m. [time of receipt]**), the chocolate package will automatically be sent by mail to your address. Forms received after this date can no longer be considered due to logistical reasons, **which also means that shipment of the Gift Box is not possible.**
- The Gift Boxes will be **dispatched as of May 9, 2022.** Unfortunately, other dates for shipment cannot be offered. Any chocolate packages that are **returned will not be shipped again.** In case of your absence, please arrange for the delivery of your Gift Box.

- There will be **no shipment by mail outside of Switzerland**. Shareholders domiciled abroad have the opportunity to provide us with a delivery address in Switzerland, either electronically via the online platform ShApp or at the bottom of the front side of the form “Written Power of Attorney”.
- Any **complaints** must be made to and received by the share register **by no later than June 3, 2022**: Chocoladefabriken Lindt & Sprüngli AG, Share Register, c/o Nimbus AG, Ziegelbrückstrasse 82, 8866 Ziegelbrücke, Switzerland, phone +41 55 617 37 56, fax +41 55 617 37 38, e-mail: lindt@nimbus.ch. Complaints received after this date cannot be considered due to organizational reasons.



LINDT & SPRÜNGLI

CHOCOLAFABRIKEN
LINDT & SPRÜNGLI AG
Seestrasse 204 | 8802 Kilchberg
Switzerland

www.lindt-spruengli.com