



LINDT & SPRÜNGLI

Resolution Minutes of the 124th Annual General Meeting of Chocoladefabriken Lindt & Sprüngli AG

Thursday, April 28, 2022, 10.00 a.m. at the domicile of the Company

Mr. Ernst Tanner, Meeting Chair and Executive Chairman of the Board of Directors states that notice of the Annual General Meeting was given in due form and in a timely manner, such that the meeting is properly convened.

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 decided a few months ago, based on article 27 Covid-19-Ordinance 3, to hold the Annual General Meeting 2022 without the personal attendance of the shareholders. All shareholders had the opportunity to grant the independent proxy a written or electronic power of attorney with instructions.

In this sense, a purely legal general meeting is held with the absolute minimum of physical attendance. Present in the room are the proxy holder, Dr Patrick Schleiffer, Attorney-at-Law, the Notary Public, Mr Patrick Nüssler, the CEO, Dr Dieter Weisskopf, and Dr Jennifer Picenoni as secretary and vote counter.

Mr Gerhard Siegrist as Head of Audit and Mr Josef Stadelmann, both as representatives of PricewaterhouseCoopers AG, Zurich, join in by telephone conference.

Note is taken that there are 0 shareholders in attendance, representing a total of 0 votes. The independent proxy, Dr Patrick Schleiffer, Attorney-at-Law, represents 108'318 votes. This constitutes a quorum representing 91.0 % of the registered shares with voting rights. Resolutions are passed by an absolute majority of the votes cast not including abstentions, unless the Articles of Association or the law provides another quorum.

Shareholders wishing to speak had the opportunity to submit their concerns in writing in advance. No questions or agenda items were received.

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

As proposed by the Board of Directors the Annual General Meeting approves the Financial Statements as well as the Consolidated Financial Statements 2021, acknowledging the auditors' reports.

Result of the vote: Approval with 99.9 % YES-votes

2. Advisory Vote on the Compensation Report 2021

As proposed by the Board of Directors, the Annual General Meeting approves the Compensation Report for the financial year 2021 in a non-binding advisory vote.

Result of the vote: Approval with 69.1 % YES-votes



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

The Annual General Meeting grants discharge to the Board of Directors and the Group Management for the financial year 2021.

Result of the vote: Approval with 99.4 % YES–votes

4. Appropriation of the Available Earnings 2021

As proposed by the Board of Directors the Annual General Meeting resolves 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:

Retained earnings carried forward from previous year	105,854,558	CHF
Net income	291,042,009	CHF
Other	-89,667	CHF
Total available earnings	396,806,900	CHF
1,200% dividend	-290,650,080	CHF
Allocation to the special reserves	-80,000,000	CHF
Balance to be carried forward	26,156,820	CHF

Result of the vote: Approval with 99.9 % YES–votes

5. Reduction of the Share and Participation Capital

As proposed by the Board of Directors the Annual General Meeting resolves

- 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.

These findings and corresponding resolutions shall be recorded in the notarial deed.

Result of the vote: Approval with 99.5 % YES–votes



6. Elections

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

As proposed by the Board of Directors, the Annual General Meeting re-elects the Chairman and the members of the Board of Directors, each for a term ending with the closure of the next Annual General Meeting, as follows:

6.1.1 Mr Ernst Tanner (as member and as Chairman in the same vote)

Result of the election: Election with 78.5 % YES–votes

6.1.2 Mr Antonio Bulgheroni

Result of the election: Election with 82.8 % YES–votes

6.1.3 Dr Rudolf K. Sprüngli

Result of the election: Election with 85.4 % YES–votes

6.1.4 Dkfm Elisabeth Gürtler

Result of the election: Election with 87.3 % YES–votes

6.1.5 Dr Thomas Rinderknecht

Result of the election: Election with 97.9 % YES–votes

6.1.6 Mr Silvio Denz

Result of the election: Election with 97.5 % YES–votes

As proposed by the Board of Directors, the Annual General Meeting elects

6.1.7 Dr Dieter Weisskopf as member of the Board of Directors

Result of the election: Election with 94.9 % YES–votes

for a term ending with the closure of the next Annual General Meeting.

6.2 Election of the Members of the Compensation & Nomination Committee

As proposed by the Board of Directors, the Annual General Meeting re-elects the members of the Compensation & Nomination Committee, each for a term ending with the closure of the next Annual General Meeting, as follows:

6.2.1 Dr Rudolf K. Sprüngli

Result of the election: Election with 74.7 % YES–votes

6.2.2 Mr Antonio Bulgheroni

Result of the election: Election with 78.0 % YES–votes

6.2.3 Mr Silvio Denz

Result of the election: Election with 92.1 % YES–votes



6.3 Election of the Independent Proxy

As proposed by the Board of Directors, the Annual General Meeting re-elects Dr Patrick Schleiffer, Attorney-at-Law, Lenz & Staehelin, as the independent proxy for a term ending with the closure of the next Annual General Meeting.

Result of the election: Election with 99.8 % YES–votes

6.4 Election of the Statutory Auditors

As proposed by the Board of Directors, the Annual General Meeting re-elects PricewaterhouseCoopers AG, Zurich as statutory auditors for the financial year 2022.

Result of the election: Election with 97.8 % YES–votes

7. Votes on Compensation

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

As proposed by the Board of Directors, the Annual General Meeting approves 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.

The total amount of compensation includes a compensation of CHF 2.0 million for the Executive Chairman, and an unchanged fixed fee of CHF 145,000 each for the rest of the members of the Board of Directors.

Result of the vote: Approval with 94.4 % YES–votes

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

As proposed by the Board of Directors, the Annual General Meeting approves a maximum aggregate compensation amount of CHF 18.0 million for the members of the Group Management for the financial year 2023.

Result of the vote: Approval with 91.4 % YES–votes



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The next Annual General Meeting will probably take place on Thursday, April 20, 2023.

The Annual General Meeting is declared closed at 10.30 a.m.

Zurich, April 28, 2022

Meeting Chair

Handwritten signature of Ernst Tanner in blue ink.

Ernst Tanner

Executive Chairman of the Board of Directors

Minutes

Handwritten signature of Dr. Jennifer Picononi in blue ink.

Dr Jennifer Picononi

Corporate Secretary

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.