



# LINDT & SPRÜNGLI

## **Buyback of own registered shares and participation certificates for the purpose of a capital reduction**

### **Trading on separate trading lines on SIX Swiss Exchange**

#### **Legal basis**

On 2 March 2021 (before start of trading), Chocoladefabriken Lindt & Sprüngli AG, Seestrasse 204, 8802 Kilchberg (ZH) («**Lindt & Sprüngli**») announced its intention to implement a new buyback program for its own registered shares and participation certificates up to a maximum amount of CHF 750 million for the purpose of a capital reduction (the «**Buyback program**»), in view of the high liquidity, the solid balance sheet and the continuously high cash flow. This Buyback program was definitely announced today.

The Buyback program has been exempted from adherence to the provisions on public purchase offers based on chap. 6.1 of the Circular no. 1 of the Takeover Board dated 27 June 2013 (status as of 1 January 2016).

It relates to a maximum of 10 % of the currently issued share and participation capital (together the «**Capital**»), i.e. in principle a maximum of 13,555 registered shares and 104,414 participation certificates. However, if registered shares amounting to less than 10 % of the share capital are offered for repurchase, Lindt & Sprüngli is entitled to repurchase this difference in the form of participation certificates, i.e. in addition to the 10 % of the participation capital, up to a maximum of 208,829 participation certificates (20 % of the participation capital). Overall, the buybacks may not exceed 10 % of the Capital.

The share capital of Lindt & Sprüngli entered in the Commercial Register on 28 May 2021 amounts to CHF 13,555,200 and is divided into 135,552 registered shares, each with a nominal value of CHF 100. The participation capital of Lindt & Sprüngli entered in the Commercial Register on 28 May 2021 amounts to CHF 10,441,460 and is divided into 1,044,146 participation certificates, each with a nominal value of CHF 10.

The Board of Directors of Lindt & Sprüngli intends to request a capital reduction at future general meetings by cancellation of the registered shares and participation certificates repurchased under the Buyback program.

The registered shares and participation certificates of Lindt & Sprüngli will be bought back via separate trading lines on the SIX Swiss Exchange from 1 June 2021.

#### **Trading on separate lines on SIX Swiss Exchange**

As part of the Buyback program, separate trading lines for the registered shares and the participation certificates of Lindt & Sprüngli will be set up in accordance with the International Reporting Standard of SIX Swiss Exchange. Only Lindt & Sprüngli can act as a buyer on these separate trading lines (securities numbers 111.008.506 and 111.008.507) and acquire its own registered shares and participation certificates via UBS AG as the bank mandated with the Buyback program. The ordinary trading of registered shares and participation certificates of Lindt & Sprüngli on the ordinary trading lines at SIX Swiss Exchange Ltd (securities numbers 1.057.075 and 1.057.076) is not affected and will continue in its normal course. Any shareholder or holder of participation certificates of Lindt & Sprüngli who is willing to sell can choose to sell registered shares or participation certificates on the respective ordinary trading line or to tender them on the respective separate trading line for the purpose of a future capital reduction.

Lindt & Sprüngli is not obliged to buy its own registered shares or participation certificates on the separate trading lines at any time; it will act as a buyer according to market conditions. The conditions set out in the circular no. 1: Buyback Programmes of 27 June 2013 (as of 1 January 2016) of the Takeover Board will be observed.

The maximum repurchase volume per day according to art. 123 (1) (c) FMIO will be published on the following website of Lindt & Sprüngli: <https://www.lindt-spruengli.com/investors/financial-reporting/share-buyback-program>

### **Buyback price**

The buyback prices and the prices on the separate trading lines are based on the prices for registered shares and participation certificates of Lindt & Sprüngli traded on the ordinary trading lines.

### **Payment of the net price and delivery of the securities**

Transactions on the separate trading lines constitute regular stock exchange transactions. Hence, the net price (buyback price less Swiss withholding tax, see the further remarks under «Taxes and deductions») will be paid, and the securities delivered, as customary, on the second trading day after the transaction date.

### **Mandated bank**

Lindt & Sprüngli has mandated UBS AG with the execution of the Buyback program. UBS AG will be the sole member of the stock exchange offering bid prices for registered shares and participation certificates on behalf of Lindt & Sprüngli on the separate trading lines.

### **Delegation agreement**

In accordance with Article 124 (2) (a) and (3) FMIO, Lindt & Sprüngli and UBS have entered into a delegation agreement, according to which UBS shall make the repurchases on the separate trading lines independently within the defined parameters. However, in accordance with Article 124 (3) FMIO, Lindt & Sprüngli may terminate this delegation agreement at any time without cause or modify the parameters.

### **Duration of the Buyback program**

The separate trading lines on the SIX Swiss Exchange will open on 1 June 2021 and are expected to remain open until 30 December 2022. Lindt & Sprüngli reserves the right to terminate the Buyback program at any time and has no obligation to purchase its own registered shares or participation certificates on the separate trading lines as part of the Buyback program.

### **Duty to trade on the exchange**

In accordance with the regulations of SIX Swiss Exchange off-exchange transactions are not permitted in case of share repurchases on a separate trading line.

### **Disclosure of transactions**

Lindt & Sprüngli will publish the transactions as part of the Buyback program on the website <https://www.lindt-spruengli.com/investors/financial-reporting/share-buyback-program>. The result of the Buyback program will also be published on this website on the first trading day after the end of the Buyback program.

### **Own holdings**

As of 28 May 2021, Lindt & Sprüngli held 214 of its own Registered Shares and 0 Participation Certificates directly and indirectly. This corresponds to 0.09 % of the Capital and 0.16 % of the voting rights respectively.

## Significant shareholders

According to the reports received and published by Lindt & Sprüngli up to 28 May 2021, the following beneficial owners hold more than 3 % of the share capital and voting rights of Lindt & Sprüngli:

	Number of registered shares	Share of Capital <sup>1)</sup>	Share of voting rights
- Black Rock Inc. (Mother Company), New York, USA	6,063	2.53 %	4.47 %
- Shareholder group consisting of: Fonds für Pensionsergänzungen der Chocoladefabriken Lindt & Sprüngli AG, Kilchberg; Finanzierungsstiftung für die Vorsorgeeinrichtungen der Chocoladefabriken Lindt & Sprüngli AG, Kilchberg; Lindt Chocolate Competence Foundation, Kilchberg; Lindt Cocoa Foundation, Kilchberg	27,794	11.58 %	20.50 %

<sup>1)</sup> Share- and participation capital

Lindt & Sprüngli has no information on the above-mentioned beneficial owners' intentions with respect to the sale of their registered shares as part of the Buyback program.

## Non-public information

In accordance with the applicable provisions, Lindt & Sprüngli confirms that it does not currently possess any non-public information that could significantly influence a decision by shareholders and holders of participation certificates.

## Taxes and deductions

A company's buyback of its own registered shares and participation certificates (on separate trading lines) for the purpose of reducing capital is treated, for the purposes of both Swiss withholding tax and of direct taxes, as partial liquidation of the company in question. Specifically, this has the following tax implications for the selling shareholders and holders of participation certificates:

### 1. Swiss withholding tax

Swiss federal withholding tax amounts to 35 % on the difference between the buyback price of the registered shares and the participation certificates and their respective nominal values. The repurchasing company respectively the bank mandated by the company deducts the tax from the buyback price on behalf of the Federal Tax Administration («FTA»).

The company reserves the right to, at a later stage and for a certain period of time, make the repurchase using capital contribution reserves («CCR»). In this case, the deduction for the Swiss withholding tax amounts to 35% on 50% of the difference between the buyback price of the registered shares or the participation certificates and their nominal values. No deduction for the Swiss withholding tax is made on the other 50% of the difference between the buyback price of the registered shares and the participation certificates and their nominal values, for which amount CCR are used.

Persons domiciled in Switzerland are entitled to a refund of the Swiss withholding tax provided they had equitable ownership of the shares and the participation certificates at the time of redemption and no tax evasion has been committed (Art. 21 of the Swiss Withholding Tax Act). Persons domiciled outside Switzerland may reclaim part of the Swiss withholding tax subject to the provisions of any relevant double taxation agreement.

### 2. Direct taxes

The following statements refer to the levying of direct federal taxes. Generally, the practice applicable to cantonal and municipal taxes corresponds to the practice applicable to direct federal taxes.

#### a) Registered shares and participation certificates held as private assets:

In the case of a return of registered shares and participation certificates to the company (sale via the separate trading line), the difference between the buyback price and the nominal value of the registered shares and the participation certificates respectively constitutes taxable income (nominal value principle).

If CCR are used for the repurchase, only 50% of the difference between the buyback price of the registered shares and the participation certificates and their nominal values represent taxable income.

b) *Registered shares and participation certificates held as business assets:*

In the case of a return of registered shares and participation certificates to the company (sale via the separate trading line), the difference between the buyback price and the book value of the registered shares and the participation certificates respectively constitutes taxable income (book value principle).

Shareholders and holders of participation certificates domiciled outside Switzerland for tax purposes will pay tax in accordance with the laws of the country in which they are domiciled.

**3. Fees and deductions**

The repurchase of own shares and participation certificates for the purpose of a capital reduction is exempt from transfer tax. However, the fees of SIX Swiss Exchange still have to be paid.

**Applicable law / place of jurisdiction**

Swiss law / Zurich is the exclusive place of jurisdiction.

**Securities numbers, ISINs and ticker symbols**

Registered share of CHF 100 nominal value (ordinary trading line)	1.057.075	CH0010570759	LISN
Participation certificate of CHF 10 nominal value (ordinary trading line)	1.057.076	CH0010570767	LISP
Registered share of CHF 100 nominal value <b>(Buyback on separate trading line)</b>	<b>111.008.506</b>	<b>CH1110085060</b>	<b>LISNE</b>
Participation certificate of CHF 10 nominal value <b>(Buyback on separate trading line)</b>	<b>111.008.507</b>	<b>CH1110085078</b>	<b>LISPE</b>

**Place and date**

Kilchberg, 31 May 2021

**This advertisement is neither an issuing prospectus in the sense of art. 652a and 1156 CO nor a prospectus pursuant to art. 35 ff. FinSA.**

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