



**LINDT & SPRÜNGLI**

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ORGANIZATIONAL REGULATIONS

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## CHOCOLADEFARBIKEN LINDT & SPRÜNGLI AG

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Based on art. 716 ff. of the Swiss Code of Obligations (the "CO") and the Company's Articles of Association (the "AoA"), the Board of Directors of Chocoladefabriken Lindt & Sprüngli AG (the "Company") adopts these Organizational Regulations (the "Regulations").

## 1. GENERAL PROVISIONS

- 1.1 The Regulations define the organization, operation and the powers and responsibilities of the governing bodies of the Company, as well as the principles for the governance of the Company and its consolidated subsidiaries (the "Group").
- 1.2 The governing bodies of the Company, in addition to the General Meeting of Shareholders (the "General Meeting") and the external auditors, are as follows:
  - a) the Board of Directors (the "Board");
  - b) the Committees of the Board (the "Committees"), currently:
    - the Audit Committee of the Board (the "AC");
    - the Compensation and Nomination Committee of the Board (the "CNC");
    - the Sustainability Committee of the Board (the "SC");
  - c) the Chair of the Board (the "Chair"), and the Vice-Chair of the Board (the "Vice-Chair") and a Lead Independent Director (the "Lead Director"), if any;
  - d) the Chief Executive Officer (the "CEO");
  - e) the Group Management (the "GM").

## 2. THE BOARD OF DIRECTORS

### A. Constitution and Vacancies

- 2.1 The Board constitutes itself in accordance with Art. 20 of the AoA, subject to the powers of the General Meeting.
- 2.2 The Board elects, for a one-year term, taking effect as of each Annual General Meeting as foreseen in the AoA until completion of the next Annual General Meeting:
  - a) the Vice-Chair and a Lead Director, if any, from among its members;
  - b) the chairs and the members of the Committees, except the members of the CNC, who are elected at the General Meeting.
- 2.3 If a member of the Board resigns or is suspended during a term or declines to accept being elected, or a seat becomes vacant for other reasons, the relevant seat shall remain vacant until the next General Meeting. If the Vice-Chair and/or, if previously appointed, the Lead Director and/or a Committee chair position is vacant, the Board shall designate a successor from among its members for the corresponding position.

### B. Powers and Delegation

- 2.4 The Board is the ultimate governing body of the Company. The Board shall resolve on all matters which are not reserved to the General Meeting or another governing body of the Company by law, the AoA or these Regulations (including the Charters).
- 2.5 The Board delegates to the CEO – with the authorization to sub-delegate – the power to manage the Company's and the Group's business, with the support of the GM, subject to the law, the AoA, these Regulations and any further regulations, policies and general and specific instructions and decisions issued by the Board (together "Directives").

- 2.6 The duties of the Board are defined by law (such as Art. 716a CO), the AoA and these Regulations. In particular the Board has the following duties:
- a) the overall management of the Company and the issuing of all necessary directives;
  - b) the determination of the Company's organization;
  - c) the organization of the accounting, financial control and financial planning systems as required for the management of the Company;
  - d) the appointment and dismissal of persons entrusted with the management and representation of the Company;
  - e) the overall supervision of the persons entrusted with the management of the Company, in particular with regard to compliance with the law, the AoA, these Regulations and the Directives of the Board;
  - f) the proposal to the General Meeting regarding the maximum aggregate compensation amount for the Board and the GM, respectively, and the determination of the individual compensation of the Board members and the members of the GM, respectively, based on recommendations of the CNC, subject to the powers of the General Meeting;
  - g) compilation of the annual report, including financial and sustainability reporting and the compensation report, as well as the half-year report, preparation of the General Meeting and implementation of its resolutions;
  - h) the filing of a petition for debt restructuring moratorium and the notification of the court in the event that the Company is overindebted;
  - i) the monitoring of the solvency of the Company and the taking of measures to ensure solvency in the event of imminent insolvency;
  - j) the decision on the mission statement and the individual business policy principles;
  - k) the approval of the consolidated budget for the coming financial year and the five-year mid-term plan of the Company;
  - l) the discussion and approval of:
    - binding commitments and business transactions pursuant to the applicable policy;
    - the acquisition and sale of participations in Swiss or foreign companies by the Company, the establishment and closing of branch offices as well as the incorporation of new affiliates and the closing thereof;
    - major financial operations or financing transactions;
    - any significant policy concerning the Company's or the Group's general structure or financial and non-financial, commercial and industrial conduct as well as significant non-operational policies with Group-wide application.
- 2.7 The Board's schedule regularly includes items for educating the Board on evolving subjects and emerging risks. The Board shall conduct annual evaluations of its own performance.
- C. Information of Board Members**
- 2.8 Each Board member is entitled to receive information on all of the Company's and the Group's business.
- 2.9 During Board meetings, each Board member is entitled to request information from other Board members as well as from the Chair, the CEO and the GM members.
- 2.10 Between meetings, each Board member is entitled to request from the persons listed in Section 2.9 above information on the Company's and the Group's business with prior authorization of the Chair. If the Chair denies a request for information, hearing or consultation, the Board shall decide whether or not to grant such request with the Chair abstaining.

- 2.11 Insofar as is necessary for the implementation of its tasks, each Board member is entitled to ask the Chair to inspect the books or records. If the Chair denies a request for inspection, the Board shall decide whether or not to grant such request with the Chair abstaining.
- 2.12 At each meeting, the Board is to be informed by the CEO and by other members of the GM and further participants about the current course of business and important business transactions. Extraordinary events shall be brought to the attention of the Chair immediately.
- D. Meetings and Resolutions**
- 2.13 The Chair shall convene the meetings of the Board, stating the agenda and documenting the relevant information. The notice shall be sent out by any suitable means, including by email or other electronic means of communication, at least six days in advance. The notice period may be shortened in case of urgency.
- 2.14 The Board shall meet as often as necessary for the Company's and the Group's business, at least four times each year, and on notice by the Chair.
- 2.15 In addition, the Board must be convened without delay upon written request for a meeting by a Board member to the Chair, stating the reasons for doing so.
- 2.16 The Chair shall chair the meetings of the Board.
- 2.17 The Chair shall decide whether or not non-Board members may participate in Board meetings as guests or in an advisory capacity without voting rights, unless the full Board decides otherwise.
- 2.18 The Board shall have a quorum when the majority of its members are present in person, by telephone or other means of direct communication such as video conferences. No such quorum is required for resolutions relating to an increase of the share capital out of conditional capital or an increase or decrease within a capital band, including any amendments to the AoA.
- 2.19 The Board passes its resolutions by an absolute majority of the votes represented. In the event of a tie, the chair of the meeting has the casting vote.
- 2.20 Resolutions of the Board may also be adopted by circular resolution (in writing or electronically) by a majority of Board members, unless a Board member requests oral deliberation within 48 hours of the relevant request being sent out. If resolutions are passed electronically, no signature is required.
- 2.21 The Board's deliberations and resolutions are recorded in minutes signed by the chair of the meeting and the Secretary. Resolutions in writing shall be ratified in the next minutes.
- 2.22 The Board is free to engage outside counsel if they deem this to be appropriate.

### 3. THE COMMITTEES OF THE BOARD OF DIRECTORS

#### A. General Provisions

- 3.1 The Board may assign certain tasks and functions, and in particular the preparation and execution of its resolutions or the supervision of transactions to Committees or individual members within the framework of the law and the AoA and specify the Committee activities in more detail in the Committee's charters (the "Charter") and/or other regulations. The Board may decide to form further Committees, adhoc committees as well as taskforces, or to dissolve or recall them at any time.
- 3.2 The Committees are authorized to conduct or commission investigations into all matters within their scope of responsibility. Insofar as Committees have decision-making power in their area of responsibility, the duty of the Board is reduced to the supervision of the Committees.
- 3.3 The Committees consist of a chair and at least two other members, subject to the powers of the General Meeting.
- 3.4 The Committees shall meet at the invitation of their chair as often as business requires, generally immediately before or after an ordinary meeting of the Board. In all other respects, the rules applicable to the Board shall apply mutatis mutandis to the meetings of the Committees.
- 3.5 The Committees inform the Board about their activities at the following ordinary meeting of the Board, in urgent cases also immediately.
- 3.6 The Chair and the CEO shall have standing invitations to attend all Committee meetings as non-voting guests and to the extent the matter discussed does not relate to them individually. The Chief Financial Officer ("CFO") shall have a standing invitation to attend all AC and SC meetings as a non-voting guest and to the extent the matter discussed does not relate to him individually.

#### B. The Audit Committee

- 3.7 The AC shall consist of at least three independent Board members. Of these, at least two must possess substantial experience in finance and accounting (financial literacy). The members of the AC are appointed by the Board.
- 3.8 The powers and duties of the AC are determined in the *AC Charter*, which is approved by the Board, and/or specific Board decisions.

#### C. The Compensation and Nomination Committee

- 3.9 The CNC is the compensation committee (*Vergütungsausschuss*) as per article 24<sup>bis</sup> AoA and shall, subject to the powers of the General Meeting, consist of at least three Board members, the majority of whom shall be independent, each of whom is elected at the General Meeting for a term of office of one year until the end of the next Annual General Meeting.
- 3.10 The powers and duties of the CNC are determined in the AoA and the *CNC Charter*, which is approved by the Board, and/or specific Board decisions.

**D. The Sustainability Committee**

- 3.11 The SC shall consist of at least three Board members. These may be both independent and non-independent Board members. The members of the SC are appointed by the Board.
- 3.12 The powers and duties of the SC are determined in the *SC Charter*, which is approved by the Board, and/or specific Board decisions.

**4. THE CHAIR OF THE BOARD OF DIRECTORS**

- 4.1 The Chair's role is to supervise the Company's governance, subject to the powers of the Board. The Chair has the following powers and duties:
- a) the Chair leads the Board in the exercise of its non-transferable duties;
  - b) the Chair ensures the proper information flow to the Board and ensures the alignment of the Committees to the Board's strategy;
  - c) the Chair, on behalf of the Board, acts as a link between the Board and the CEO;
  - d) the Chair leads the organization of and chairs the General Meetings;
  - e) the Chair is responsible, in coordination with the CEO, to prepare the agenda, organize and chair the Board meetings in accordance with the provisions of the law, the AoA and these Regulations;
  - f) the Chair takes a leading role in designing the Group's corporate governance;
  - g) the Chair works closely with the CNC in all nomination related activities including succession planning and with respect to evaluations of performance of the Board and its Committees;
  - h) the Chair oversees the Group's reputation and takes an active role in representing the Group to stakeholders, as agreed with the Board and the CEO;
  - i) the Chair receives the agenda, documents and minutes of the GM meetings, may request information about any matters relating to the Company, and may examine reports, proposals and minutes of meetings of any functions or Committees or the markets or businesses;
  - j) as an exception, urgent decisions falling within the authority of the Board may, in accordance with these Regulations, be taken by the Chair. Such decisions must be brought to the attention of the Board as soon as possible.
- 4.2 The Board may entrust the Chair of the Board with additional duties and appoint this person as Executive Chair of the Board. The individual executive duties and the division of authority between the Chair and the CEO as well as the other members of the GM are set out in the employment contract and in the Directives of the Board.

**5. THE VICE-CHAIR**

In case and as long as the Chair is unable to exercise its functions or in case and to the extent of a Conflict of Interest of the Chair, the Vice-Chair assumes all of the Chair's responsibilities.

**6. THE LEAD INDEPENDENT DIRECTOR**

- 6.1 To support adequate control mechanisms, the Board can, if deemed appropriate and in the best interests of the Company, designate an experienced independent member of the Board as Lead Director. In addition to the duties explicitly stated elsewhere in these Regulations, the Lead Director shall have the following duties:
- a) to convene and chair meetings of the Board in case of a Conflict of Interest of the Chair and the Vice-Chair; and

b) to convene and chair meetings of some or all independent members of the Board in case of a matter requiring separate consideration or decision and act on behalf of the independent members.

6.2 Every independent member of the Board may request a separate meeting of the independent members of the Board if the need arises. The roles of the Vice-Chair and the Lead Director can be held by two separate members of the Board or by one member of the Board (combined role).

## 7. THE SECRETARY OF THE BOARD OF DIRECTORS

7.1 Pursuant to Art. 20 of the AoA, the Board appoints a secretary to the Board (the "Secretary"), who need not be a member of the Board. If the Secretary is unable to attend, the Board shall appoint a substitute for the meeting in question.

7.2 The Secretary reports to the Board and handles the administrative business of the Board insofar as this is not delegated to executive bodies. In particular, the Secretary shall be responsible for the administrative and organizational preparation of the meetings of the Board and the documentation of the Board members. The Secretary takes the minutes at the meetings of the Board and signs them together with the Chair.

7.3 The Secretary may act as keeper of the minutes at the General Meeting and shall be specially appointed for this purpose in accordance with Art. 11 of the AoA.

## 8. THE CHIEF EXECUTIVE OFFICER AND THE GROUP MANAGEMENT

8.1 Unless the Board instructs otherwise, the CEO is, with the support of the GM, the Company's and the Group's supreme executive authority subject to the powers and duties reserved to the Board, the Committees and the Chair. The Company's and the Group's whole organization and staff are subordinated to the CEO.

8.2 The CEO must, with the support of the GM, ensure that the Directives of the Board are executed.

8.3 The CEO is the chair of the GM. As a rule, the members of the GM report to the CEO, unless the Board instructs otherwise.

8.4 The CEO is responsible for ongoing contact with the members of the GM and for gathering and forwarding the relevant information to the GM, the Chair, and the Board.

8.5 The CEO shall report to the Chair.

8.6 Under the lead of the CEO, the GM prepares the Group strategy and a respective roadmap for the attention of and approval by the Board. It is further responsible for the implementation of the Group strategy. The members of the GM form the management responsible to the Board for the operational business of the Group in accordance with the provisions of the AoA and these Regulations as well as the Directives of the Board.

8.7 The GM holds at least nine meetings a year, all of which are minuted. The Chair receives the agenda, documents and minutes of the GM meetings. Internal and external experts can participate in the GM meetings as guests or in an advisory capacity without voting



rights and give presentations. The CEO decides on the participation of internal and external experts in the GM meetings.

- 8.8 Subject to the authority of the Board, the CEO assigns the relevant individual functional and/or country/market responsibility to the individual members of the GM. The individual members of the GM must lead their allocated functional and country/market responsibility within the framework of the Group policies and in compliance with instructions given by the CEO and/or the Board, as the case may be. On the basis of a matrix structure, individual GM members may be given line responsibility for entire country organizations and geographical regions, together with functional responsibility for specific specialist areas.
- 8.9 The members of the GM may also hold executive functions in subsidiaries, which they are required to exercise in the best interests of the Group within the framework of the AoA and these Regulations or similar documents applicable to these subsidiaries.

## 9. INDEPENDENCE

- 9.1 Subject to the powers of the General Meeting, a majority of the Board and of the CNC members, as well as all AC members shall be independent.
- 9.2 The CNC shall perform an annual evaluation of the Board members' independence.
- 9.3 In order to be considered independent, a Board member shall be non-executive and shall not have any material relationship that interferes with their impartial judgment in carrying out their responsibilities within the Company and the Group, other than their services as Board member.
- 9.4 Whether or not a relationship is considered material depends in particular on the following factors:
- a) the volume and size of any transactions concluded in relation to the financial status of the relevant Board member or the organization with which the Board member has an affiliation;
  - b) whether the transactions are structured in a way and on such terms and conditions that the transaction could be concluded with a third party on comparable terms and conditions;
  - c) whether the transactions are not performed in the ordinary course of business.
- Notwithstanding the foregoing, an independence determination must always consider all relevant facts and circumstances.
- 9.5 Material relationships can include, among others, commercial, industrial, banking, consulting, legal, accounting, charitable and family relationships with members of the Board or the GM.
- 9.6 The Board may define further criteria of institutional, financial or personal independence.

## 10. FINAL PROVISIONS

### A. Signatory Powers

- 10.1 Unless otherwise resolved by the Board, the Chair, the Vice-Chair and the Lead Director, if any, as well as the members of the GM are authorized to sign on behalf of the Company with joint signature by two (*Kollektivunterschrift zu zweien*).
- 10.2 In all other respects, the Board shall regulate and grant the authority to sign, whereby joint signature by two and joint agent signature by two (*Kollektivprokura zu zweien*) shall be granted.

### B. Confidentiality

- 10.3 The Board members, the CEO, and the GM members are obliged at all times to keep secret any information, intentions, discussions etc. and documents into which they had insight during their terms of office vis-à-vis third parties, including family members. This obligation and duty continues to apply after the end of the term of office.
- 10.4 Furthermore, the Board members shall observe the rule that communication with the general public is done exclusively by the Chair and the CEO or the persons authorized by them to speak on their behalf.
- 10.5 Company or Group business files and data must be returned at the latest at the end of the term of office or upon leaving the Company. This must be confirmed to the Company upon request.

### C. Accounting

- 10.6 The annual financial statements are closed as of 31 December. The Group's financial statements are prepared in accordance with the law and International Financial Reporting Standards (IFRS).

### D. Conflict of Interest

- 10.7 The Board members and the CEO are obliged to inform the Chair, or in the case of the Chair, the full Board, and the GM members are obliged to inform the CEO who in turn notifies the Chair, immediately if any of the Group's business activities or decisions affect or could affect their own interests or the interests of individual persons or legal persons which are related to them, or vice-versa (a "Conflict of Interest"). A lack of time to attend to the Board members' duties may constitute a Conflict of Interest as well.
- 10.8 As a rule, the person concerned is entitled to present its view (a) on the matter in question and (b) on the measures that the Board considers implementing to deal with the Conflict of Interest.
- 10.9 The Chair and, as the case may be, the Board takes measures to preserve the Company's interests. Such measures may include information, abstention from discussion, abstention from voting, abstention from discussion and voting or a two-step voting procedure.
- 10.10 If a member of the Board is required to abstain from voting in a matter, it shall not be counted in the quorum of the meeting in question.

**E. Compliance**

10.11 Board members, the CEO and the members of the GM are obliged to strictly refrain at all times from all activities that constitute insider trading or anti-competitive transactions or give the impression of such. Furthermore, all applicable laws and regulations, including the rules of SIX Exchange Regulation, as well as all applicable Directives of the Board and internal instructions and policies must be strictly observed.

**F. External Mandates**

10.12 The Chair together with the CNC chair shall approve any new mandates of Board members and members of the GM in companies outside of the Group in advance of any nomination, in accordance with the restrictions of the AoA.

10.13 Board members and members of the GM shall not be personally compensated for mandates in other companies held upon request of the Company or in companies controlled by the Company. Any potential exceptions need to be approved by the CNC.

**G. Material Changes, Resignation of Board Members**

10.14 A Board member shall inform the Chair, and the Chair shall inform the Vice-Chair (or in case of a Conflict of Interest the Lead Director, if any), upon a material change of business or professional affiliations or responsibilities, explain actual or potential Conflicts of Interest and offer, if appropriate to resign.

**H. Entry into Effect and Amendments**

10.15 These Regulations replace the previous Organizational Regulations of 2 March 2017 and shall come into effect on 1 December 2022.

10.16 The Board shall review these Regulations at least every other year. Resolutions on amendments to these Regulations may only be passed by an absolute majority of the Board members.

Kilchberg, 27 October 2022

The Chair of the  
Board of Directors

The Secretary of the  
Board of Directors

sig. E. Tanner

sig. Dr. J. Piconi

Referenced documents, in their current valid version issued by the competent body:

- Audit Committee Charter
- Compensation & Nomination Committee Charter
- Sustainability Committee Charter