



LINDT & SPRÜNGLI

COMPENSATION & NOMINATION COMMITTEE CHARTER

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CHOCOLADEFARBIKEN LINDT & SPRÜNGLI AG

Unless defined otherwise herein and except to the extent that the context requires otherwise, capitalized terms used in this Charter shall have the meanings assigned to them in the Organizational Regulations.

1. PURPOSE/MISSION

The CNC supports the Board of the Company in its function of succession planning of the Board and regarding the appointment, dismissal and succession planning of the CEO, and other members of the GM as well as matters relating to the compensation of the Board and the GM. Unless explicitly provided otherwise, the CNC supports the Board through preparatory and supporting activities and issues proposals and recommendations to the Board.

2. COMPOSITION

- 2.1 The CNC 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.
- 2.2 To the extent that their own compensation is directly affected (unless the discussion and decisions are about Board compensation matters in general), the relevant member of the CNC is excluded from the discussion and voting.

3. POWERS AND DUTIES

- 3.1 The CNC reviews the Company's compensation policies and programs for market compatibility, effectiveness and compliance with the AoA, the law and best practice, and, unless explicitly provided otherwise, submits them or any amendments thereto to the Board for decision or, where required by law or the AoA, submission to the General Meeting for resolution on the proposal to the respective General Meeting.

A. With regard to Compensation

- 3.2 In particular the CNC shall:
 - a) propose to the Board the compensation system and principles for the Group for approval;
 - b) propose to the Board the total amount of compensation (including all compensation components) of the CEO, the members of the GM, based on the proposals of the CEO, and in case of compensation of the CEO, in the absence of the CEO;
 - c) propose to the Board the total amount of compensation (including all compensation components) and the type of compensation of the Board members and on the terms and conditions in accordance with Art. 21 Para. 2 of the AoA;
 - d) on behalf of the Board, which has fully delegated this task to the CNC, approve employment contracts with the members of the GM, based on the proposals of the CEO,

and in the case of the employment contract with the CEO, proposal authority to the full Board in the absence of the CEO;

- e) propose to the Board the amount and composition of the compensation of the individual members of the Board and the CEO, and, on behalf of the Board, which has fully delegated this task to the CNC, decision regarding the other members of the GM at the request of the CEO, in each case within the framework of the compensation principles, the AoA and the resolutions of the General Meeting;
- f) on executive compensation, review and have proposal authority (i) with respect to compensation system and packages, fixed and variable compensation including short term incentives (bonuses etc.) as well as long term incentives (stock-options etc.) and plans related thereto; and, (ii) in cooperation with other Committees where appropriate, with respect to definition of targets, setting of specific targets as well as monitoring performance, and (iii) in cooperation with the CEO, except in case of the CEO's own compensation, with respect to individual awards, Group and individual performance achievements and vesting rules;
- g) make proposals regarding any pension benefits and pensions of the Company or its subsidiaries outside the occupational pension scheme and similar institutions abroad, within the limits set out in the AoA;
- h) inform the Board once a year about the determination procedure and the course of the compensation process;
- i) in collaboration with the AC with respect to financial disclosures and with the SC with respect to aspects of sustainability, review the compensation report and recommend it to the Board for approval;
- j) with respect to the compensation report, assess the accuracy, completeness and compliance of the report, with respect to the financial parts of the compensation report subject to audit, based on the recommendation of the AC, and with respect to sustainability related GM compensation, based on the recommendation of the SC, and recommend to the Board for submission to the Annual General Meeting;
- k) prepare all other mandatory public disclosure statements of the Company relating to compensation and benefits.

B. With regard to Nomination

3.3 With regard to the Board, the CNC shall in particular:

- a) together with the Chair prepare the short-term and long-term succession planning of the Board. It establishes the principles for the selection of candidates to the Board, selects candidates for election or re-election and prepares a proposal for the Board's decision and approval at the General Meeting. The candidates to the Board shall possess the necessary qualifications and experience to discharge their duties. Newly appointed Board members shall receive an appropriate introduction into the business and affairs of the Company and the Group. If appropriate, the Board shall arrange for further training of its members;
- b) annually review and consider these aspects in Board nominations:
 - the adequacy of the independence definition applied and of the Board members' independence;
 - the external mandates held by the Board members;
 - the adequacy of the composition of the Board, including considerations on its gender and other diversity;
- c) support the Board and its Committees in the annual evaluations of their performance.

- 3.4 With regard to the GM, the CNC shall in particular:
- a) together with the Chair review the short-term and long-term succession planning of the CEO and the other members of the GM and submit proposals to the Board regarding the appointment, promotion and dismissal and succession planning of the CEO and other members of the GM;
 - b) annual review and consider these aspects in GM nominations:
 - the external mandates held by the members of the GM;
 - the adequacy of the composition of the GM, including considerations on its gender and other diversity.

4. ORGANIZATION

- 4.1 Unless and to the extent defined otherwise herein the extent not defined differently herein, the organizational rules set forth in the Regulations shall apply to the CNC.
- 4.2 The CNC meets as often as business requires and at the request of any of its members, but at least three times a year.
- 4.3 The CNC chair may ask members of management or internal and external matter experts to attend the meeting or make presentations. The Head Group Human Resources shall regularly attend the compensation related parts meetings of the CNC as a guest without voting rights.
- 4.4 The CNC chair shall prepare an agenda in advance of each meeting. At least a majority of the members of the CNC must be present to have a quorum.
- 4.5 The CNC chair shall appoint a secretary for the meetings. Minutes of the discussions and the resolutions of the CNC shall be signed by the chair and the secretary and made available prior to the next meeting and approved at that next meeting. All minutes shall be made available to all Board members.
- 4.6 The CNC may appoint independent outside counsel, at the Company's expense, if it deems it appropriate.
- 4.7 The CNC chair shall report to the Board after each meeting of the CNC by means of a short summary of its activities and findings.

5. OTHER RESPONSIBILITIES

The CNC shall

- a) periodically review and reassess the adequacy of this Charter and submit proposed changes to the Board for approval;
- b) conduct annual evaluations of the CNC's own performance.