



LINDT & SPRÜNGLI

SUSTAINABILITY 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 SC supports the Board of the Company in setting strategies, targets and internal policies to ensure compliance with applicable legal requirements and the long-term sustainability of the Company in its social and environmental aspirations, considering always the economic dimension. Unless explicitly provided otherwise, the SC supports the Board through preparatory and supporting activities and issues proposals and recommendations to the Board.

2. COMPOSITION

The SC shall consist of at least three Board members. These may be both independent and non-independent Board members.

3. POWERS AND DUTIES

- 3.1 The SC supports the Board in setting the strategic direction and sustainability targets for Company activities, aligning financial interest, business strengths as well as social and environmental interests.
- 3.2 The SC guides the Board with regards to setting up a governance structure and internal policies and processes to ensure compliance with applicable laws and the implementation of the social and environmental sustainability targets and strategies.
- 3.3 In particular, the SC shall:
 - a) oversee material and salient social and environmental impacts, including but not limited to climate change, human rights, responsible sourcing, and employee matters such as diversity and wellbeing;
 - b) regularly discuss how other material social and environmental issues affect financial performance and how the Company's long-term strategy relates to its ability to create shared value, including with regard to the Company's significant stakeholders and their relevant interests;
 - c) Monitor regulatory developments relating to environmental and social matters and their applicability to the Company, address and initiate a timely set-up of required internal processes and policies to ensure compliance with any such applicable laws;
 - d) review social and environmental trends, risks and opportunities, including by carrying out human rights and environmental due diligence, and overseeing reporting on the Company's most severe risks to human rights, including any legally required reporting, and on how the Company is addressing those risks;
 - e) guide the integration of sustainability into Company strategy and recommend material sustainability objectives for approval to the Board;
 - f) oversee the Company's management of and performance against sustainability objectives and targets, based on internal metrics and external sustainability indices;

- g) with respect to the sustainability report, or, once integrated, with respect to sustainability reporting, assess the accuracy, completeness and compliance of the sustainability report(ing), with respect to sustainability related financial disclosures and the non-financial disclosures subject to audit or assurance based on the recommendation of the AC, and recommend the report(ing) to the Board for approval, and where applicable, for submission to the AGM;
- h) with respect to the compensation report, review the aspects of sustainability of the GM compensation and recommend the related reporting to the CNC for approval;
- i) develop responses to social and environmental shareholder proposals.

4. ORGANIZATION

- 4.1 Unless and to the extent defined otherwise herein, the organizational rules set forth in the Regulations shall apply to the SC.
- 4.2 The SC meets as often as business requires and at the request of any of its members, but at least three times a year.
- 4.3 In order to achieve effective sustainability governance, the SC may be complemented with executive committees at GM level, sub-committees and working groups. In this sense the *Executive Sustainability Committee* is an agile committee whose members serve as matter experts on sustainability on behalf of the GM, whereas the *Sustainability Leadership Team* is a cross-functional body that regularly meets consisting of different functions chaired by the Head of Group Sustainability.
- 4.4 The SC chair shall prepare an agenda in advance of each meeting. At least a majority of the members of the SC must be present to have a quorum.
- 4.5 The SC may ask members of management or internal or external matter experts to attend the meeting or make presentations. The member of the GM responsible for sustainability shall be a standing guest without voting rights to the meeting of the SC. The Head of Group Sustainability shall regularly attend the meetings of the SC as a guest without voting rights.
- 4.6 The SC chair shall appoint a secretary for the meetings. Minutes of the discussions and the resolutions of the SC 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.
- 4.7 The SC may appoint independent outside counsel, at the Company's expense, if it deems it appropriate.
- 4.8 The SC chair shall report to the Board after each meeting of the SC by means of a short summary of its activities and findings.

5. OTHER RESPONSIBILITIES

The SC 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 SC's own performance.