



LINDT & SPRÜNGLI


**Invitation to the
121st Annual General Meeting
of Chocoladefabriken Lindt & Sprüngli AG**

2019

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Annual General Meeting of Chocoladefabriken Lindt & Sprüngli AG
Thursday, May 2, 2019
at 10:00 a.m. (doors open at 8:30 a.m.) Hallenstadion
Wallisellenstrasse 45, 8050 Zürich, Switzerland

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.

Dear Shareholders

We are pleased to invite you to the 121st Annual General Meeting of Chocoladefabriken Lindt & Sprüngli AG on **Mai 2, 2019, 10.00 a.m., at the Hallenstadion Zurich**. Please find the agenda items, the proposals of the Board of Directors as well as further important information in this brochure as well as on our website www.lindt-spruengli.com.

In order to register for a personal attendance at the Annual General Meeting or to grant a power of attorney for the exercise of your voting rights, respectively, there are the following two alternatives to chose from:

1. Electronic Registration or Granting of a Power of Attorney

You may order an admission ticket for yourself or for granting a power of attorney to another shareholder entitled to vote under <https://lindt.shapp.ch>. On this platform you may also grant a power of attorney and provide instructions for the exercise of your voting rights electronically to the independent proxy. You can find your personal access information for this electronic platform on the attached form **“Written Registration/Power of Attorney”**. Your personal access is open until **April 30, 2019, 05:00 p.m.**

On the aforementioned electronic platform, you may also order the annual report and/or semi-annual report and notify us of any address changes. Shareholders with a P.O. Box address or domiciled outside of Switzerland may also register a parcel delivery address in Switzerland for the **“Gift Box”** (chocolate package, see also section **Gift Box – Information Sheet** in this brochure).

2. Written registration or Granting of a Power of Attorney

If you prefer the written alternative, please use the enclosed form **“Written Registration/Power of Attorney”** in order to register for a personal attendance or, respectively, to grant a power of attorney to another shareholder entitled to vote, or to the independent proxy. Please return the duly completed and signed form by no later than **April 30, 2019, 05:00 p.m.** (time of receipt), with the enclosed return envelope.

Thank you for your confidence in Lindt & Sprüngli and your interest in our Annual General Meeting.

Yours sincerely,



Ernst Tanner, Executive Chairman of the Board

Agenda Items and Proposals of the Board of Directors

1. Approval of the Statutory Financial Statements of Chocoladefabriken Lindt & Sprüngli AG and the Consolidated Financial Statements of Lindt & Sprüngli Group for the Financial Year 2018, acknowledging the auditors' reports

Proposal: The Board of Directors proposes that the statutory financial statements of Chocoladefabriken Lindt & Sprüngli AG and the consolidated financial statements of Lindt & Sprüngli Group for the financial year 2018 be approved, acknowledging the auditors' reports.

2. Advisory Vote on the Compensation Report 2018

Proposal: The Board of Directors proposes that the compensation report for the financial year 2018 be approved in a non-binding advisory vote.

Explanation: Please refer to the compensation report 2018 as well as pages 17 et seq. of this Invitation for more detailed information on compensation.

 <http://www.lindt-spruengli.com/investors/financial-information/annual-semi-annual-reports/>

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

Proposal: The Board of Directors proposes to grant discharge to the members of the Board of Directors and the Group Management for their activities during the financial year 2018.

4. Appropriation of the Available Earnings 2018 and Distribution from the Reserves from Capital Contributions

Explanation: Since January 1, 2011, Swiss tax law allows distributions from reserves from capital contributions without deduction of the Swiss withholding tax of 35%. For private individuals domiciled in Switzerland who hold their shares as private assets, such a distribution is also not subject to income tax. The Board of Directors wishes to make again use of this option and, thus, proposes to distribute, on the one hand, a dividend from the available earnings of the previous financial year and to release and distribute, on the other hand, a portion of the reserves from capital contributions. The proposed aggregate distribution (dividend from available earnings and distribution from the reserves from capital contributions) amounts to gross CHF 1,000 per registered share (previous year CHF 930) and CHF 100 per participation certificate (previous year CHF 93), respectively.

The Board of Directors therefore proposes to distribute a dividend of CHF 640 per registered share or CHF 64 per participation certificate, respectively, from the available earnings (Agenda Item 4.1) and to transfer an amount of CHF 360 per registered share and CHF 36 per participation certificate, respectively, from the reserves from capital contributions to the free reserves and to subsequently distribute such amounts from these free reserves (Agenda Item 4.2).

If both proposals are approved, the aggregate distribution will amount to approx. CHF 243,341,500. The shares and participation certificates will be traded ex-dividend as of May 7, 2019 (ex-date). The dividend pursuant to Agenda Item 4.1, subject to deduction of the Swiss withholding tax, and the distribution pursuant to Agenda Item 4.2, without deduction of the Swiss withholding tax, will be paid out from May 9, 2019. The number of registered shares and participation certificates entitled to the distributions will be determined as of the record date on May 8, 2019. Until then, this number may change due to the exercise of options in connection with the employee option plan as well as due to additions/disposals of treasury shares and participation certificates. Treasury shares and participation certificates held by Chocoladefabriken Lindt & Sprüngli AG are not entitled to the distributions.

4.1 Appropriation of the Available Earnings 2018

Proposal: The Board of Directors proposes the following appropriation of the available earnings 2018 and to distribute a dividend in the amount of CHF 640 per registered share and CHF 64 per participation certificate, respectively:

Appropriation of the Available Earnings 2018

	in CHF
Retained earnings carried forward from previous year	36,089,743
Net income	273,524,790
Other ¹	353,777
Total available earnings	309,968,310
Share and participation capital of CHF 24,334,150 as of December 31, 2018 (Previous year: CHF 24,090,330), as per the Articles of Association	
640% (510% in 2017) dividend ²	-155,738,560
Allocation to special reserves	-120,000,000
Balance to be carried forward	34,229,750

1 Includes dividends on treasury shares and participation certificates of CHF 1,134,240 which are not paid out, dividends distributed due to options exercised during the period from January 1 to May 7, 2018 in the amount of CHF -801,669, and lapsed dividends in the amount of CHF 21,206.

2 Number of registered shares and participation certificates at December 31, 2018. During the period from January 1 until the record date (May 8, 2019), the share capital and participation capital which is entitled to the distributions may change due to the exercise of options as well as due to changes in treasury shares and participation certificates. Therefore, the transfer from the reserves from capital contributions as well as the distribution made therefrom may still change.

4.2 Distribution from the Reserves from Capital Contributions

Proposal: The Board of Directors proposes to transfer an amount of CHF 87,602,940¹ from the reserves from capital contributions to the free reserves and to make from these free reserves a distribution in the amount of CHF 360 per registered share and CHF 36 per participation certificate, respectively.

1 Number of registered shares and participation certificates at December 31, 2018. During the period from January 1 until the record date (May 8, 2019), the share capital and participation capital which is entitled to the distributions may change due to the exercise of options as well as due to changes in treasury shares and participation certificates. Therefore, the transfer from the reserves from capital contributions as well as the distribution made therefrom may still change.

5. Reduction of the Share and Participation Capital

Proposal: The Board of Directors proposes

- to reduce the share capital by CHF 10,000 to new CHF 13,598,800 and the participation capital by CHF 181,560 to new CHF 10,543,790 through the cancellation of 100 own registered shares with a nominal value of CHF 100 and 18,156 own participation certificates with a nominal value of CHF 10 which have been repurchased under the share, respectively, participation certificate buy-back program, and to book the differential amount between the acquisition value and the nominal value of the cancelled shares and participation certificates at the expense of the special reserves;
- 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 after the capital reduction, as well;
- to amend article 3 para. 1 of the Articles of Association as follows: „The Company’s share capital is CHF 13,598,800 ~~13,608,800~~ divided into 135,988 ~~136,088~~ 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 10,543,790 ~~10,725,350~~ divided into 1,054,379 ~~1,072,535~~ 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, subject to any amendments pursuant to Agenda Item 8.

Explanation: The Board of Directors proposes to the shareholders a capital reduction through the cancellation of 100 registered shares and 18,156 participation certificates repurchased under Chocoladefabriken Lindt & Sprüngli AG’s share and participation certificate buy-back program which was launched on March 12, 2018 on a second trading line of SIX Swiss Exchange and will presumably be completed latest on July 31, 2019. The capital reduction by cancellation of registered shares and participation certificates requires that a notice to creditors pursuant article 733 CO is published three times. The notice to creditors is published in the Swiss Official Gazette of Commerce after the General Meeting. The capital reduction will be effected and registered with the Commercial Register upon lapse of the statutory two-months waiting period.

6. Elections

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

Proposal: The Board of Directors proposes to re-elect

6.1.1 Mr. Ernst Tanner, as member and Chairman of the Board of Directors

6.1.2 Mr. Antonio Bulgheroni, as member of the Board of Directors

6.1.3 Dr Rudolf K. Sprüngli, as member of the Board of Directors

6.1.4 Dkfm. Elisabeth Gürtler, as member of the Board of Directors

6.1.5 Dr Thomas Rinderknecht, as member of the Board of Directors

6.1.6 Mr. Silvio Denz, as member of the Board of Directors

in each case in an individual election and for a term of office lasting until the conclusion of the next Annual General Meeting.

Explanation: Please refer to the Annual Report, Corporate Governance Report – see section “Board of Directors” for more detailed information about the members of the Board of Directors.

🔗 <http://www.lindt-spruengli.com/investors/financial-information/annual-semi-annual-reports/>

6.2 Election of the Members of the Compensation & Nomination Committee

Proposal: The Board of Directors proposes to re-elect

6.2.1 Dr Rudolf K. Sprüngli, as member of the Compensation and Nomination Committee

6.2.2 Mr. Antonio Bulgheroni, as member of the Compensation and Nomination Committee

Proposal: The Board of Directors proposes to elect

6.2.3 Mr. Silvio Denz, as member of the Compensation and Nomination Committee

in each case in an individual election and for a term of office lasting until the conclusion of the next Annual General Meeting.

6.3 Election of the Independent Proxy

Proposal: The Board of Directors proposes to re-elect Dr Patrick Schleiffer, Attorney-at-law, Lenz & Staehelin, as the independent proxy for a term of office lasting until the conclusion of the next Annual General Meeting.

6.4 Election of the Statutory Auditors

Proposal: The Board of Directors proposes to re-elect PricewaterhouseCoopers Ltd., Zurich, as statutory auditors for the financial year 2019.

7. Votes on Compensation

Explanation: Please refer to the compensation report 2018 as well as the following explanatory notes on pages 17 et seq. of this Invitation for more detailed information on compensation matters.

 <http://www.lindt-spruengli.com/investors/financial-information/annual-semi-annual-reports/>

7.1 Approval of the Maximum Aggregate Compensation Amount for the Board of Directors for the Term of Office 2019/2020

Proposal: The Board of Directors proposes to approve a maximum aggregate compensation amount of CHF 5.3 million for the members of the Board of Directors for the period from the Annual General Meeting 2019 until the Annual General Meeting 2020.

7.2 Approval of the Maximum Aggregate Compensation Amount for the Group Management for the Financial Year 2020

Antrag: The Board of Directors proposes to approve a maximum aggregate compensation amount of CHF 18.0 million for the members of the Group Management for the financial year 2020.

8. Adjustment of the conditional participation capital

Proposal: The Board of Directors proposes an increase of the portion of the conditional participation capital which is available for the issuance of new participation certificates for employee participation programs (employee participation certificates) by CHF 1,000,000 or, respectively, by 100,000 to new 245,257 participation certificates with a nominal value of CHF 10 each, concurrently with a reduction of the portion of the conditional capital for capital market participation certificates by CHF 1,000,000 or, respectively, by reducing the number of new capital market participation certificates by 100,000 from 254,450 to 154,450 acknowledging the confirmation of the Board of Directors that within the extent of the reduction of the portion of the conditional capital for capital market participation certificates no option or conversion rights in connection with bonds and no option rights granted to shareholders or participants are outstanding. The aggregate amount of the conditional participation capital remains unchanged. Art. 4bis para. 1 of the Articles of Association shall be amended accordingly as follows.

Article 4bis para. 1 “The Company’s participation capital will be increased by issuing a maximum of 399,707 fully paid-in bearer participation certificates with a par value of CHF 10 each, for a maximum participation capital of CHF 3,997,070. Holders of options and conversion rights granted by either the Company or its subsidiaries in connection with convertible bonds, or option rights, which were granted to shareholders or participants, are entitled to 154,450 ~~254,450~~ of these new participation certificates (capital market participation certificates). The remaining 245,257 ~~145,257~~ participation certificates (employee participation certificates) are reserved for holders of subscription or option rights granted by the Company or its subsidiaries to its employees in accordance with the employee stock option plan.”

In all other respects, the current Articles of Association shall remain unchanged, subject to any amendments pursuant to Agenda Item 5.

Organizational Matters

Annual Report

The annual report 2018, including the statutory financial statements of Chocoladefabriken Lindt & Sprüngli AG, the consolidated financial statements of Lindt & Sprüngli Group, the compensation report as well as the respective auditors reports for the financial year 2018 are available for inspection by the shareholders at the domicile of the Company and are available on the Company's webpage. In addition, all shareholders entered in the share register may order a printed copy on the electronic platform or with the enclosed registration form. The printed copies will be sent as of mid-April 2019.

 <http://www.lindt-spruengli.com/investors/financial-information/annual-semi-annual-reports/>

Attendance, Exercise of Voting Rights and Granting of Power of Attorney

In accordance with article 13 of the Articles of Association, those shareholders who are entered with voting rights in the share register by April 18, 2019, 05:00 p.m. are entitled to attend and vote at the Annual General Meeting. No registrations in the share register will be made during the period from April 18, 2019, 05:00 p.m., until and including May 2, 2019.

Shareholders have the following options in order to either attend the Annual General Meeting in person or to be represented at the the Annual General Meeting:

- a He/She attends the Annual General Meeting in person.
- b He/She is represented by another shareholder who is entitled to vote by way of written power of attorney. Please note that family members who are not shareholders themselves cannot be appointed as representatives.
- c He/She grants a power of attorney to the independent proxy, Dr Patrick Schleiffer, attorney at law, Lenz & Staehelin, Brandschenkestrasse 24, 8027 Zurich. In case that the independent proxy cannot be present, the Board of Directors will appoint a new independent proxy. The powers of attorney granted and instructions issued to the independent proxy are also valid for such new independent proxy appointed by the Board of Directors.

For all three options set out above, the shareholders have the following two alternatives to choose from:

- The online platform ShApp (<https://lindt.shapp.ch>). On this electronic platform you may order an admission ticket or directly grant a power of attorney and provide instructions to the independent proxy. You can find your personal access information (identification code and password) for this platform on the attached form “Written Registration/Power of Attorney”. The electronic registration for attendance and, respectively, the granting of a power of attorney and issuance of instructions to the independent proxy (as well as changes there to) will be possible until April 30, 2019, 05:00 p.m. at the latest.
- By mail using the enclosed form “Written Registration/Power of Attorney”. The duly completed and signed form must be returned by April 30, 2019, 05:00 p.m. (time of receipt) at the latest. Admission tickets and voting materials will be sent out as of April 23, 2019. For registrations arriving after April 26, 2019, admission tickets will be deposited at the information desk.

Exercise of Voting Rights

Pursuant to article 12 para. 3 and para. 4 of the Articles of Association, when exercising voting rights no shareholder may accumulate, directly or indirectly through shares held or shares represented, more than 6% of the votes of the existing share capital. Natural persons and legal entities that are related to one another by capital or by votes or in a similar way, or who are acting in concert, are deemed to be one person or one shareholder. The Board of Directors or a committee designated by the Board of Directors is empowered to deviate from these restrictions under special circumstances. The restriction of voting rights does not apply to the exercise of voting rights by the independent proxy (Art. 689c CO), or to shareholders registered in the share register with more than 6%.

Note to Holders of Participation Certificates

Holders of participation certificates will be notified about the convocation of the Annual General Meeting by way of announcements in the Swiss Official Gazette of Commerce and in selected daily newspapers. Holders of participation certificates are not entitled to participate in the Annual General Meeting. Minutes on the resolutions adopted at the Annual General Meeting will be available to shareholders as well as the holders of participation certificates for inspection as of May 2, 2019 at the Company's domicile and will be available online for download.

 <http://www.lindt-spruengli.com/investors/events-presentations/annual-general-meeting/>

Translation: This is a courtesy translation of the original German version of the Invitation to the Annual General Meeting. In case of inconsistencies between the German original and the English translation, the German version shall prevail.

Kilchberg, April 1, 2019

The Board of Directors

Annex

- Explanatory Note on the Compensation Report and the Compensation (p. 17 et seq.).
- Gift Box – Information Sheet („Bhaltis“) (p. 24 et seq.).
- Written Registration/Power of Attorney, Return Envelope

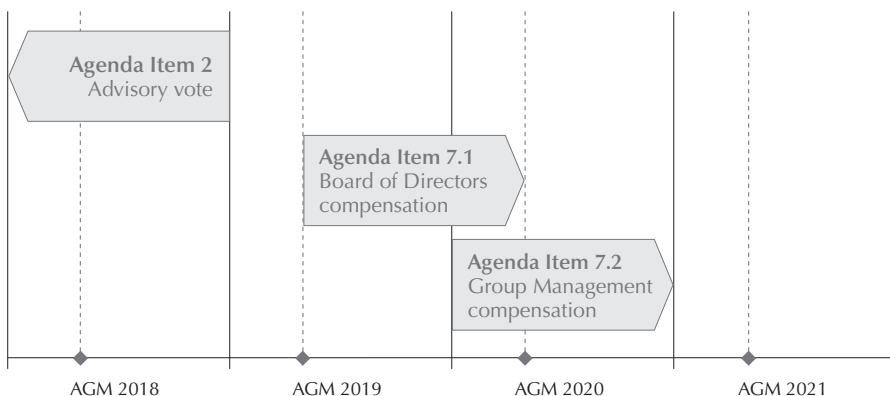
Explanatory Notes on the Compensation Report and the Compensation

Overview on the Compensation-related Votes

There are three compensation-related agenda items to be voted on at the Annual General Meeting:

- **Agenda Item 2:** Advisory Vote on the Compensation Report 2018.
- **Agenda Item 7.1:** Approval of the Maximum Aggregate Compensation Amount for the Board of Directors for the Term of Office 2019/2020.
- **Agenda Item 7.2:** Approval of the Maximum Aggregate Compensation Amount for the Group Management for the Financial Year 2020.

Compensation-related Votes



Agenda Item 2

Advisory Vote on the Compensation Report 2018

Based on the recommendations of the “Swiss Code of Best Practice for Corporate Governance”, the Board of Directors submits for the fifth time the Compensation Report to the Annual General Meeting for approval in an advisory vote.

In accordance with the Ordinance against Excessive Compensation in Listed Companies Limited by Shares (VegüV) and the Company’s Articles of Association, existing employment contracts with the members of the Group Management were adjusted to the requirements of VegüV as of January 1, 2016. The compensation system was already revised and adjusted to meet the new regulations in the course of the financial year 2014. In particular, the maximum amounts for performance-based compensation of the Group Management in relation to the fixed salaries as well as the criteria for awards under the option and share plan were clearly defined.

Lindt & Sprüngli is committed to a performance-oriented compensation in line with market standards aligning the long-term interests of shareholders, employees and customers. In principle, the compensation system of Lindt & Sprüngli pursues the following five goals:

- Long-term motivation of employees
- Long-term retention of key personnel in the company
- Appropriateness of the costs of compensation in relation to the results
- Ensuring that the activities of the management are aligned with the long-term interests of the owners
- Attract talent and be an attractive employer

Approval System Total Compensation

	CEO	CNC	VR	GV
Maximum aggregate compensation BoD		Proposal to BoD	Proposal to AGM	Decision (prospective)
Individual compensation BoD		Proposal to BoD	Entscheid	
Maximum aggregate compensation Group Management	Proposal to CNC	Proposal to BoD	Proposal to AGM	Decision (prospective)
Individual compensation CEO		Proposal to BoD	Decision	
Individual compensation other members of the Group Management	Proposal to CNC	Decision		
Advisory vote on Compensation Report		Proposal to BoD	Proposal to AGM	Decision (retrospective)

Agenda Item 7.1

Approval of the Maximum Aggregate Compensation Amount for the Board of Directors for the Term of Office 2019/2020

The members of the Board of Directors receive a compensation in the form of a fixed salary. The entire compensation for the preceding term of office is paid out in cash after the Annual General Meeting. The fixed compensation of the Board of Directors ensures that the Board of Directors is free to assess the Company's performance.

The non-executive members of the Board of Directors will receive a fixed basic salary in an amount of CHF 145,000, each, for the term of office 2018/2019, which is unchanged compared to the previous year. The Executive Chairman of the Board of Directors will receive a compensation in an amount of CHF 4.0 million, three-quarters of such compensation will be paid in cash and one quarter in the form of blocked Lindt & Sprüngli registered shares (blocked for a period of five years from the allocation). The following table provides an overview of the compensation actually paid to the members of the Board of Directors for the term of office 2017/2018, planned for 2018/2019 and proposed to the Annual General Meeting for 2019/2020, respectively. The Board of Directors proposes that the maximum aggregate amount for the compensation of the Board of Directors for the term of office 2019/2020 be set at CHF 5.3 million. This figure includes an unchanged compensation for the Executive Chairman of CHF 4.0 million and a fixed fee of CHF 145,000 for each further member of the Board of Directors.

Compensation of the Board of Directors

			Proposal
Payment in thousand CHF	2017/2018*	2018/2019*	2019/2020**
Salary	7,725	4,725	5,100
Other compensation	110	119	200
Total BoD compensation	4,835 (6 members)	4,844 (6 members)	5,300 (6 members)

* Payout after AGM 2019

** Payout after AGM 2020

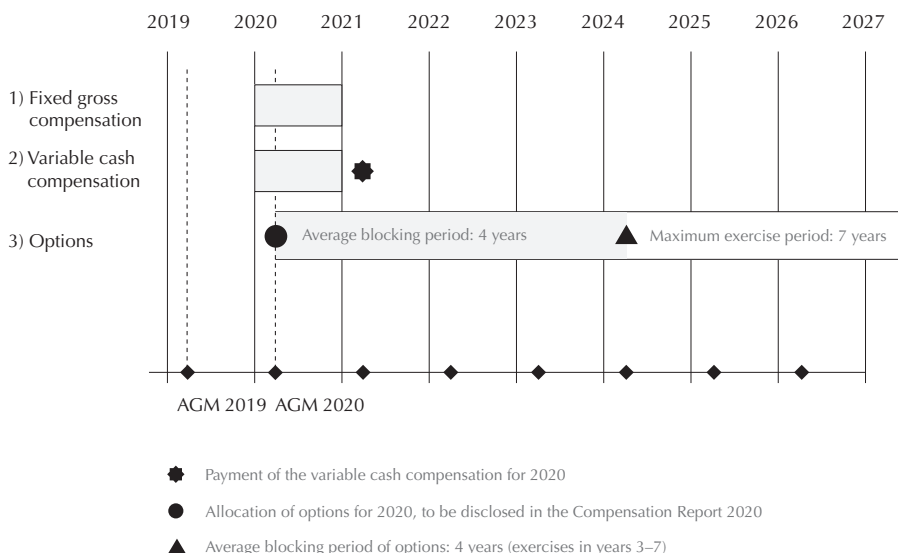
The proposed amount for the aggregate compensation was assessed in a benchmarking study by the Compensation and Nomination Committee.

Agenda Item 7.2

Approval of the Maximum Aggregate Compensation Amount for the Group Management for the Financial Year 2020

The members of Group Management receive a fixed compensation (1), a variable short-term compensation (2) as well as a long-term performance-based compensation in the form of options (3). The period between the grant of the options and their exercise or sales opportunity is approximately four years on average and supports the long-term target orientation of management and employees.

Compensation of the Group Management



The short-term performance-based compensation (2) (cash bonus) is determined within a range of 0–200% of the base salary, depending on target achievement. This variable cash compensation depends on the achievement of clearly defined targets – on the one hand individual, qualitative targets, and on the other hand financial corporate targets for the respective financial year. It is paid out in cash in spring of the following year, once the achievement of targets has been determined.

The long-term performance-based compensation (3) consists of an option plan. Thereby, the compensation of Group Management is linked to the long-term increase of the value of the Company due to a deferral of the payment. The allocation serves as an incentive for a future increase in value and depends on the position of the employees and their influence on the long-term success of the Company. Each option carries the right to subscribe to one participation certificate at the price at the time of allocation. The earliest exercise date is after three years, the latest after a maximum of seven years. Employees can exercise 35% of the options after each of the third and the fourth year, and the remaining 30% after five years. Therefore the Group Management has a strong interest in the long-term success of Lindt & Sprüngli.

The compensation of the members of Group Management for the year 2018 is shown in the following table. The valuation of the option and share based compensation for 2018 is based on market values at the time of allocation.

In the past two financial years, the aggregate compensation for the Group Management amounted to CHF 15,8 million for 2017 and CHF 15,2 million for 2018, respectively.

Historical Compensation of the Group Management

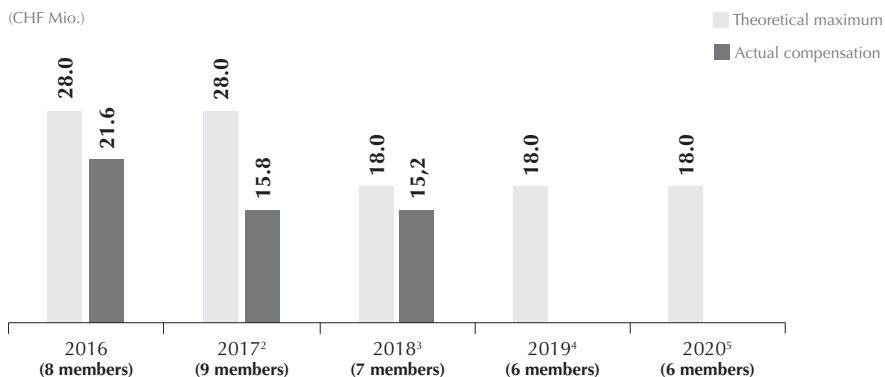
	2017	2018
	CHF million	CHF million
Fixed cash compensation	7,8	6,2
Variable cash compensation	3,0	3,3
Other compensation	0,04	0
Options¹	5,1	5,7
Number of options		7,450
Price per option		CHF 683
Total compensation of the Group Management	15,8	15,2

1 Aktien und Optionen zum Marktwert zum Zeitpunkt der Zuteilung.

The following chart shows the maximum theoretical target compensation and actual total compensation of the Group Management in a year-by-year comparison. The calculation of the maximum total compensation is based on a fixed gross compensation and the assumption that all corporate and individual targets are achieved at a maximum level. For the financial year 2020, the Board of Directors proposes a maximum aggregate compensation amount of CHF 18,0 million:

Compensation of the Group Management and Extended Group Management¹

(CHF Mio.)



¹ Group Management and Extended Group Management have been merged into Group Management as of January 1, 2017.

² Approved by AGM 2016.

³ Approved by AGM 2017.

⁴ Approved by AGM 2018. Andreas Pfluger retired from Group Management as of December 31, 2018.

⁵ To be approved by AGM 2019.

The differences between the proposed amounts and the actual total compensation until today can be explained as follows:

1. The amount of CHF 18,0 million for 2020 as proposed to the Annual General Meeting reflects the theoretical maximum aggregate compensation that covers several scenarios.
2. All performance-based compensation elements directly depend on the achievement of financial and qualitative targets of the members of the Group Management.
3. The long-term performance-based compensation elements depend on the current market price for options in 2020.
4. In the financial year 2016/2017, there was a change in the role of the CEO/Executive Chairman of the Board of Directors. The new CEO, who is in office since October 1, 2016, does not receive any compensation in the form of an allocation of blocked shares.

For 2020, the Board of Directors proposes a maximum aggregate compensation amount of CHF 18,0 million for all six members of the Group Management. In this scenario, an average cash bonus as well as corresponding options would be granted. The proposed amount of CHF 18,0 million is intended to ensure that, depending on the performance achieved for the Company, sufficient funds are available for the allocation of the long-term compensation.

Gift Box – Information Sheet

This year, we would like to cordially thank again all shareholders who exercise their voting rights by providing them with a chocolate package.

1. Pick-up at the Annual General Meeting

Each participant who is entitled to vote will be provided at the entrance control with a Gift Box voucher which can be exchanged into a Gift Box after the Annual General Meeting. Shareholders who, in addition to their own shares, also represent the shares of another shareholder, also receive a Gift Box voucher for a chocolate package on behalf of such other shareholder.

For this purpose, you need a validly signed power of attorney issued by the represented shareholder in the name of the participant. Please complete the power of attorney on the admission ticket for such purpose.

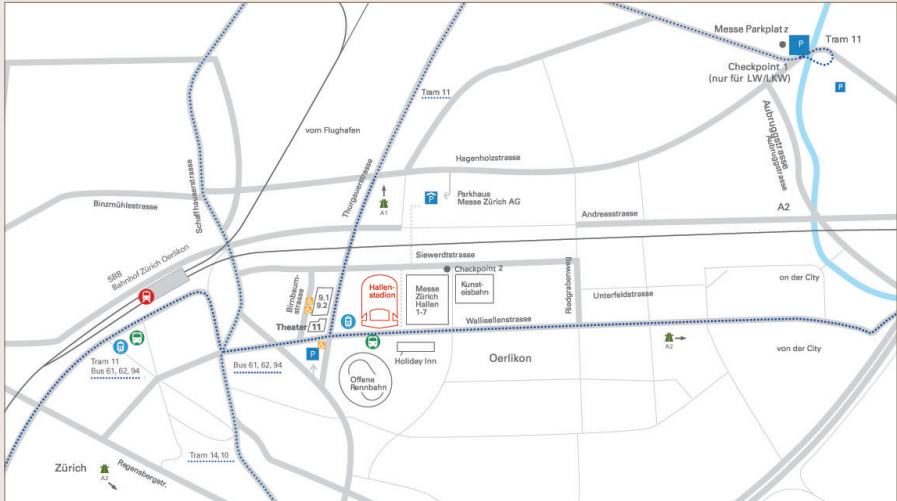
2. Shipment of Gift Box if Proxy is Granted in Time

If you cast your vote either via the online platform ShApp (Shareholder Application) or by mail by granting a power of attorney to the independent proxy, please note the following:

- If a power of attorney is granted **in time** via the **online platform ShApp** (by no later than **April 30, 2019, 05.00 p.m.**) the chocolate package will automatically be sent by mail to your address. After this date, it will no longer be possible to grant a power of attorney electronically, **which also means that placing the Gift Box order is no longer possible.**
- If a power of attorney is granted **in time by mail** (using the form “Written Registration/ Power of Attorney” by no later than **April 30, 2019, 05.00 p.m. (time of receipt)**), the chocolate package will automatically be sent by mail to your address. Forms received after this date can no longer be considered due to logistical reasons, **which also means that placing the Gift Box order is no longer possible.**

- The Gift Boxes will be **dispatched as of May 15, 2019**. Unfortunately, other dates for shipment cannot be offered. Any chocolate packages that are **returned will not be shipped again**. In case of your absence, please arrange for the delivery of your Gift Box.
- There will be **no shipment by mail outside of Switzerland**. Shareholders domiciled abroad have the opportunity to provide us with a delivery address in Switzerland, either electronically via the online platform ShApp or at the bottom of the front side of the form “Written Registration/Power of Attorney”.
- Any **complaints** must be made to and received by the share register **by no later than June 7, 2019**: Chocoladefabriken Lindt & Sprüngli AG, Share Register, c/o Nimbus AG, Ziegelbrückstrasse 82, 8866 Ziegelbrücke, Switzerland, Tel. +41 55 617 37 56, Fax +41 55 617 37 38, EMail: lindt@nimbus.ch. Complaints received after this date can not be considered due to organizational reasons.

Location Map Hallenstadion



Address

Hallenstadion, Wallisellenstrasse 45, 8050 Zürich-Oerlikon, Switzerland

Travel information

We recommend to use public transport to get to the Hallenstadion.

Public transport

S-Bahn

From Zurich main station:

S2, S6, S6, S7, S8, S9, S14, S15, S16, S19, S21 or S24 to Oerlikon railway station.

(travel time 7 minutes).

From Zurich Airport:

S2, S16 or S24 to Oerlikon railway station (travel time 4 minutes).

www.sbb.ch

Tram

Lines 10/14 to Sternen Oerlikon, line 11 to Messe/Hallenstadion.

www.zvv.ch

Tram/Bus

Bus no. 61/62/94 from Oerlikon railway station, tram line 11 to Messe/Hallenstadion.

www.zvv.ch

By car

The Hallenstadion is signposted with the signet (Z).

After leaving the highway, follow the signs to “Messe Zürich”.



Chargeable parking spaces are available in the car park Messe Zurich. Access to the car park is from Hagenholzstrasse. From the multi-storey car park, a footpath (approx. 500m) leads directly to the Hallenstadion.

On foot

The walk from Oerlikon railway station to the Hallenstadion is about 15 minutes.

Safety regulations

Please note that bags and backpacks in A4 format or larger as well as other luggage must be checked in at the cloakroom for safety reasons.



LINDT & SPRÜNGLI

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