LINDT & SPRÜNGLI

Resolution Minutes
of the 127th Annual General Meeting
# of Chocoladefabriken Lindt & Sprüngli AG

Wednesday, April 16, 2025, 10.00 a.m. at Kongresshaus Zurich

The Meeting Chair, Mr. Ernst Tanner, Executive Chairman of the Board of Directors, states that notice of the Annual General Meeting was given in due form and in a timely manner, such that the meeting is quorate.

A total of 104,371 votes are represented at today's Annual General Meeting, corresponding to 90 % of the registered share capital with voting rights, by:

- 2,627 shareholders (or their representatives): 8,944 votes;
- the independent proxy, Dr. Patrick Schleiffer, Attorney-at-Law: 95,427 votes.

Also present are Mr. Gerhard Siegrist and Mr. Josef Stadelmann as representative of the statutory auditors of the Company and Mr. Christoph Rengel, Notary Public, Mr. Thomas Flückiger, Deputy Notary Public, and Patrick Nüssler, Deputy Notary Public, for the notarization of the resolutions under agenda item 6.

Resolutions are passed by an absolute majority of the votes represented, unless the Articles of Association or the law require a different quorum.

1. Approval of the Consolidated Financial Statements of Lindt & Sprüngli Group and the Statutory Financial Statements of Chocoladefabriken Lindt & Sprüngli AG for the Financial Year 2024

The Board of Directors proposes that the consolidated financial statements of the Lindt & Sprüngli Group and the statutory financial statements of Chocoladefabriken Lindt & Sprüngli AG for the financial year 2024 be approved, acknowledging the auditor's reports.

The proposal of the Board of Directors for this agenda item is **approved** with 98.3 % YES –votes.

Result of the vote:

Votes represented:	104,516	
Yes - votes:	**No - votes:**	**Abstention/invalid:**
102,787	81	1,648

2. Advisory Vote on the Compensation Report 2024

The Board of Directors proposes that the Compensation Report for the financial year 2024 be approved in a non-binding advisory vote.

The proposal of the Board of Directors for this agenda item is **approved** with 86.2 % YES –votes.

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Result of the vote:

Votes represented:	104,515	
Yes - votes:	**No - votes:**	**Abstention/invalid:**
90,049	11,913	2,553

3. Advisory Vote on the Sustainability Report 2024

The Board of Directors proposes that the Sustainability Report for the financial year 2024 be approved in a non-binding advisory vote.

The proposal of the Board of Directors for this agenda item is **approved** with 93.0 % YES –votes.

Result of the vote:

Votes represented:	104,516	
Yes - votes:	**No - votes:**	**Abstention/invalid:**
97,223	4,970	2,323

4. Discharge of the Board of Directors and the Group Management

The Board of Directors proposes to grant discharge to the members of the Board of Directors and the members of the Group Management for the financial year 2024.

The proposal of the Board of Directors for this agenda item is **approved** with 98.0 % YES –votes.

Result of the vote:

Votes represented:	100,351	
Yes - votes:	**No - votes:**	**Abstention/invalid:**
98,295	378	1,678

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5. Appropriation of the Available Earnings 2024

The Board of Directors proposes the following appropriation of the available earnings 2024 and distribution of an ordinary dividend in the amount of CHF 1,500 per registered share and CHF 150 per participation certificate:

CHF	December 31, 2024
Balance brought forward	655 721 331
Cancellation of shares	– 484 329 410
Net income	955 862 232
Other[1]	6 635 323
Available retained earnings	**1 133 889 476**
Shares and participation certificates as per bylaws of CHF 23 281 390 as at December 31, 2024 (CHF 23 597 720 in prior year)	
Dividend of CHF 1,500 per registered share and CHF 150 per participation certificate (in prior year CHF 1,400 per registered share and CHF 140 per participation certificate)[2]	– 349 220 850
Balance carried forward	**784 668 626**
Allocation of approved capital contribution reserve to free reserves[3]	–
Withholding tax exempt distribution CHF 0 per registered share / CHF 0 per participation certificate (CHF 0 per RS / CHF 0 per PC in prior year)	–

1 Includes dividends not distributed on treasury stock held of CHF 10 043 600 distributed on options exercised during the period January 1 to April 21, 2024 of CHF – 1 394 260, fees for exercising options of CHF – 2 019 992 and expired dividends of CHF 5 975.

2 Number of registered shares and participation certificates, status as at December 31, 2024. During the period from January 1 until record date of April 23, 2025, the dividend-bearing capital (the number of registered shares and participation certificates) can change as a result of additions and retirements within either class of treasury stock as well as the exercise of options granted through the employee stock option plan. Consequently, the allocation of the approved capital contribution reserve to free reserves will be adjusted accordingly.

3 Reserves from capital contributions must be used for the share buy-back program currently in place and will not be available for distribution at the 2025 Annual General Meeting.

The proposal of the Board of Directors for this agenda item is **approved** with 98.5 % YES –votes.

Result of the vote:

Votes represented:	104,519	
Yes - votes:	**No - votes:**	**Abstention/invalid:**
102,916	153	1,450

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6. Reduction of the Share and Participation Capital

The Board of Directors proposes

- To reduce the share capital by CHF 19,400 to new CHF 13,390,500 and the participation capital by CHF 253,500 to new CHF 9,617,990 by means of cancellation of 194 own registered shares with a nominal value of CHF 100 each and 25,350 own bearer participation certificates with a nominal value of CHF 10 each, which have been repurchased under the share and participation certificate buy-back programs launched on August 2, 2022 and on August 2, 2024.
- The nominal value of the cancelled registered shares and bearer participation certificates ("Reduction Amount") in the amount of CHF 272,900 will be booked out against the account "Treasury stock (share buy-back program)". The differential amount by which the acquisition value (repurchase price) of the cancelled registered shares or bearer participation certificates exceeds the Reduction Amount will be debited from the account "Treasury stock (share buy-back program)" as follows: In an amount of CHF 144,378,580 against the retained earnings and in an amount of CHF 144,378,580 against the reserves from capital contributions. Transaction costs in the amount of CHF 174,045 will be charged to the income statement 2025.

Following the capital reduction, the Board of Directors will amend the Articles of Association as follows:

- Article 3 para. 1 of the Articles of Association as follows: "The Company's share capital is CHF 13,390,500 divided into 133,905 registered shares with a par value of CHF 100 each. The registered shares are fully paid in."
- Article 4 para. 1 of the Articles of Association as follows: "The Company's participation capital (PC) is CHF 9,617,990 divided into 961,799 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 remain unchanged.

The proposal of the Board of Directors for this agenda item is **approved** with 97.1 % YES –votes.

Result of the vote:

Votes represented:	104,520	
Yes - votes:	**No - votes:**	**Abstention/invalid:**
101,476	579	2,465

The resolutions regarding this agenda item will be recorded in a public deed.

7. Elections

7.1 Election of the Chairman and the Members of the Board of Directors

The Board of Directors proposes the election of

7.1.1 Mr Ernst Tanner as member and Chairman of the Board of Directors (current)
7.1.2 Dr Dieter Weisskopf as member of the Board of Directors (current)
7.1.3 Dr Rudolf K. Sprüngli as member of the Board of Directors (current)
7.1.4 Dkfm. Elisabeth Gürtler as member of the Board of Directors (current)
7.1.5 Dr Thomas Rinderknecht as member of the Board of Directors (current)
7.1.6 Mr Silvio Denz as member of the Board of Directors (current)
7.1.7 Ms Monique Bourquin as member of the Board of Directors (current)

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

The persons proposed by the Board of Directors have been **elected**:

7.1.1 Mr Ernst Tanner: Election as member and Chairman with 76.4 % YES –votes
7.1.2 Dr Dieter Weisskopf: Election as member with 86.5 % YES –votes
7.1.3 Dr Rudolf K. Sprüngli: Election as member with 90.1% YES –votes
7.1.4 Dkfm. Elisabeth Gürtler: Election as member with 86.1 % YES –votes
7.1.5 Dr Thomas Rinderknecht: : Election as member with 96.5 % YES –votes
7.1.6 Mr Silvio Denz: Election as member with 96.7 % YES –votes
7.1.7 Ms Monique Bourquin: Election as member with 90.1 % YES –votes

Results of the election:

Votes represented:	104,520		
	Yes - votes:	**No - votes:**	**Abstention/invalid:**
E. Tanner	79,860	22,847	1,813

Votes represented:	104,520		
	Yes - votes:	**No - votes:**	**Abstention/invalid:**
Dr D. Weisskopf	90,416	12,160	1,944
Dr R. K. Sprüngli	94,191	8,392	1,937
Dkfm. E. Gürtler	90,008	12,530	1,982
Dr T. Rinderknecht	100,867	1,699	1,954
S. Denz	101,045	1,457	2,018
M. Bourquin	94,142	8,414	1,964

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7.2 Election of the Members of the Compensation & Nomination Committee

The Board of Directors proposes the election of

7.2.1 Ms Monique Bourquin as member of the Compensation & Nomination Committee (current)
7.2.2 Dr Rudolf K. Sprüngli as member of the Compensation & Nomination Committee (current)
7.2.3 Mr Silvio Denz as member of the Compensation & Nomination Committee (current)

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

The persons proposed by the Board of Directors have been **elected**:

7.2.1 Ms Monique Bourquin: Election as member with 81.5 % YES –votes
7.2.2 Dr Rudolf K. Sprüngli: Election as member with 84.7 % YES –votes
7.2.3 Mr Silvio Denz: Election as member with 90.4 % YES –votes

Results of the election:

Votes represented:	104,520		
	Yes - votes:	**No - votes:**	**Abstention/invalid:**
M. Bourquin	85,131	17,161	2,228
Dr R. K. Sprüngli	88,569	13,869	2,082
S. Denz	94,449	7,793	2,278

7.3 Election of the Independent Proxy

The Board of Directors proposes the re-election of 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.

The proposal of the Board of Directors for this agenda item is **approved** with 98.3 % YES –votes.

Result of the election:

Votes represented:	104,520	
Yes - votes:	**No - votes:**	**Abstention/invalid:**
102,694	220	1,606

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7.4 Election of the Statutory Auditor

The Board of Directors proposes the re-election of PricewaterhouseCoopers AG, Zurich, as statutory auditor for the financial year 2025.

The proposal of the Board of Directors for this agenda item is **approved** with 90.4 % YES –votes.

Result of the election:

Votes represented:	104,520	
Yes - votes:	**No - votes:**	**Abstention/invalid:**
94,489	8,206	1,825

8. Votes on Compensation

8.1 Approval of the Maximum Aggregate Compensation Amount for the Board of Directors for the Term of Office 2025/2026

The Board of Directors proposes approval of a maximum aggregate compensation amount of CHF 3.2 million for the members of the Board of Directors for the period from the Annual General Meeting 2025 until the Annual General Meeting 2026.

The proposal of the Board of Directors for this agenda item is **approved** with 92.0 % YES –votes.

Result of the vote:

Votes represented:	104,520	
Yes - votes:	**No - votes:**	**Abstention/invalid:**
96,176	5,561	2,783

8.2 Approval of the Maximum Aggregate Compensation Amount for the Group Management for the Financial Year 2026

The Board of Directors proposes approval of a maximum aggregate compensation amount of CHF 21.0 million for the members of the Group Management for the financial year 2026.

The proposal of the Board of Directors for this agenda item is **approved** with 91.9 % YES –votes.

Result of the vote:

Votes represented:	104,520	
Yes - votes:	**No - votes:**	**Abstention/invalid:**
96,006	5,521	2,993

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LINDT & SPRÜNGLI

The next Annual General Meeting will presumably take place on Thursday, April 16, 2026. The Annual General Meeting is declared closed at 11:45 a.m.

Zurich, April 16, 2025

Meeting Chair

Ernst Tanner
Executive Chairman of the Board of Directors

Secretary

Dr Jennifer Picenoni
Corporate Secretary

This is a courtesy translation of the German original, which is available on our website https://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.

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