LINDT & SPRÜNGLI

Resolution Minutes of the 128th Annual General Meeting of Chocoladefabriken Lindt & Sprüngli AG

Thursday, April 16, 2026, 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 105,709 votes are represented at today's Annual General Meeting, corresponding to 90 % of the registered share capital with voting rights, by:

– 2,463 shareholders (or their representatives): 8,726 votes;

– the independent proxy, Dr. Patrick Schleiffer, Attorney-at-Law: 96,983 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 Ms. Céline Bernold, 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 2025

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 2025 be approved, acknowledging the auditor’s reports.

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

Result of the vote:

Votes represented:	105,920	
Yes - votes:	**No - votes:**	**Abstention/invalid:**
104,297	73	1,550

2. Advisory Vote on the Compensation Report 2025

The Board of Directors proposes that the Compensation Report for the financial year 2025 be approved in a non-binding advisory vote.

The proposal of the Board of Directors for this agenda item is **approved** with 90.9 % YES –votes.

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Result of the vote:

Votes represented:	105,919	
Yes - votes:	**No - votes:**	**Abstention/invalid:**
96,275	7,020	2,624

3. Advisory Vote on the Report on Non-Financial Matters for the Financial Year 2025

The Board of Directors proposes that the Report on Non-Financial Matters for the financial year 2025 be approved in a non-binding advisory vote.

The proposal of the Board of Directors for this agenda item is **approved** with 92.6 % YES –votes.

Result of the vote:

Votes represented:	105,917	
Yes - votes:	**No - votes:**	**Abstention/invalid:**
98,132	5,188	2,597

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 2025.

The proposal of the Board of Directors for this agenda item is **approved** with 96.6 % YES –votes.

Result of the vote:

Votes represented:	101,754	
Yes - votes:	**No - votes:**	**Abstention/invalid:**
98,320	877	2,557

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5. Appropriation of the Available Earnings 2025

The Board of Directors proposes the following appropriation of the available earnings 2025 and distribution of an ordinary dividend in the amount of CHF 1,800 per registered share and CHF 180 per participation certificate:

CHF	December 31, 2025
Balance brought forward	784 668 626
Cancellation of shares	– 144 378 580
Net income	935 143 292
Other[1]	1 997 525
Available retained earnings	**1 577 430 863**
Shares and participation certificates as per bylaws of CHF 23 280 780 as at December 31, 2025 (CHF 23 281 390 in prior year)	
Dividend of CHF 1,800 per registered share and CHF 180 per participation certificate (in prior year CHF 1,500 per registered share and CHF 150 per participation certificate)[2]	– 419 054 040
Balance carried forward	**1 158 376 823**
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 6 904 500 distributed on options exercised during the period January 1 to April 21, 2025 of CHF -2 529 900, fees for exercising options of CHF -2 416 294 and expired dividends of CHF 39 219.

2 Number of registered shares and participation certificates, status as at December 31, 2025. During the period from January 1 until record date of April 21, 2026, 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.

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 2026 Annual General Meeting.

If approved, the dividend will be paid out on April 23, 2026, after deduction of withholding tax.

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

Result of the vote:

Votes represented: 105,917

Yes - votes:	**No - votes:**	**Abstention/invalid:**
104,086	190	1,641

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6. Reduction of the Share and Participation Capital

The Board of Directors proposes

- To reduce the share capital by CHF 46,800 to new CHF 13,343,700 and the participation capital by CHF 238,400 to new CHF 9,651,880 by means of cancellation of 468 own registered shares with a nominal value of CHF 100 each and 23,840 own bearer participation certificates with a nominal value of CHF 10 each, which have been repurchased under the share and participation certificate buy-back program launched on August 2, 2024.
- The nominal value of the cancelled registered shares and bearer participation certificates ("Reduction Amount") in the amount of CHF 285,200 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 161,288,755 against the retained earnings and in an amount of CHF 161,288,755 against the reserves from capital contributions. Transaction costs in the amount of CHF 194,247 will be charged to the income statement 2026.

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 13,343,700 divided into 133,437 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 9,651,880 divided into 965,188 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:	105,916	
Yes - votes:	**No - votes:**	**Abstention/invalid:**
102,830	595	2,491

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

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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)
7.1.8 Ms Ricarda Demarmels as member of the Board of Directors (new)

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 83.6 % YES –votes
7.1.2 Dr Dieter Weisskopf: Election as member with 89.2 % YES –votes
7.1.3 Dr Rudolf K. Sprüngli: Election as member with 94.0 % YES –votes
7.1.4 Dkfm. Elisabeth Gürtler: Election as member with 93.6 % 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 96.8 % YES –votes
7.1.7 Ms Monique Bourquin: Election as member with 95.2 % YES –votes
7.1.8 Ms Ricarda Demarmels: Election as member with 97.8 % YES –votes

Results of the election:

Votes represented:	105,909		
	Yes - votes:	**No - votes:**	**Abstention/invalid:**
E. Tanner	88,572	14,943	2,394

Votes represented:	105,908		
	Yes - votes:	**No - votes:**	**Abstention/invalid:**
Dr D. Weisskopf	94,436	9,083	2,389
Dr R. K. Sprüngli	99,598	3,899	2,411
Dkfm. E. Gürtler	99,099	4,380	2,429
Dr T. Rinderknecht	102,232	1,793	1,883
S. Denz	102,499	1,494	1,915
M. Bourquin	100,877	3,153	1,878
R. Demarmels	103,609	339	1,960

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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 93.0 % YES –votes
7.2.2 Dr Rudolf K. Sprüngli: Election as member with 93.2 % YES –votes
7.2.3 Mr Silvio Denz: Election as member with 95.0 % YES –votes

Results of the election:

Votes represented:	105,909		
	Yes - votes:	**No - votes:**	**Abstention/invalid:**
M. Bourquin	98,440	5,219	2,250
Dr R. K. Sprüngli	98,686	4,434	2,789
S. Denz	100,630	2,963	2,316

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 98.1 % YES –votes.

Result of the election:

Votes represented:	105,908	
Yes - votes:	**No - votes:**	**Abstention/invalid:**
103,857	228	1,823

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 2026.

The proposal of the Board of Directors for this agenda item is **approved** with 85.4 % YES –votes.

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Result of the election:

Votes represented:	105,906	
Yes - votes:	**No - votes:**	**Abstention/invalid:**
90,485	12,813	2,608

8. Votes on Compensation

8.1 Approval of the Maximum Aggregate Compensation Amount for the Board of Directors for the Term of Office 2026/2027

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 2026 until the Annual General Meeting 2027.

The proposal of the Board of Directors for this agenda item is **approved** with 91.5 % YES –votes.

Result of the vote:

Votes represented:	105,901	
Yes - votes:	**No - votes:**	**Abstention/invalid:**
96,892	5,918	3,091

8.2 Approval of the Maximum Aggregate Compensation Amount for the Group Management for the Financial Year 2027

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 2027.

The proposal of the Board of Directors for this agenda item is **approved** with 91.7 % YES –votes.

Result of the vote:

Votes represented:	105,898	
Yes - votes:	**No - votes:**	**Abstention/invalid:**
97,116	5,599	3,183

The next Annual General Meeting will presumably take place on Thursday, April 22, 2027. The Annual General Meeting is declared closed at 12:35 p.m.

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Zurich, April 16, 2026

Meeting Chair	Secretary
Ernst Tanner	Dr Jennifer Picenoni
Executive Chairman of the Board of Directors	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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