LINDT & SPRÜNGLI

Invitation to the 127th Annual General Meeting of Chocoladefabriken Lindt & Sprüngli AG

2025

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Annual General Meeting of Chocoladefabriken Lindt & Sprüngli AG

Wednesday, April 16, 2025
at 10:00 a.m. at Kongresshaus Zurich, Claridenstrasse 5, 8002 Zurich, Switzerland
(doors open at 08:30 a.m.)

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

https://www.lindt-spruengli.com/investors/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 127th Annual General Meeting of Chocoladefabriken Lindt & Sprüngli AG on April 16, 2025, 10:00 a.m., at Kongresshaus Zurich. In 2025, the Lindt & Sprüngli Group celebrates its 180th anniversary. On this occasion, we would like to present to you at this year's Annual General Meeting our global brands in a unique marketplace. Get to know even better Hofbauer, Küfferle, Caffarel, Ghirardelli, Russell Stover and, of course, Lindt. You will have the opportunity to learn more about the origins and history of the brands and taste their their respective bestsellers. We look forward to your participation in our Anniversary General Meeting.

If you prefer not to wait until the Annual General Meeting, we invite you to discover some important information about our brands and other milestones from 180 years of Lindt & Sprüngli in the enclosed short brochure.

Please find the agenda items, proposals and explanations of the Board of Directors, as well as further important information in this brochure and on our website www.lindt-spruengli.com. In order to register for personal attendance at the Annual General Meeting or for granting a power of attorney for the exercise of your voting rights, respectively, the following two options are available:

1. Electronic registration or granting of a power of attorney

On our electronic platform (https://lindt.shapp.ch), you may quickly and easily order an admission ticket for yourself or grant a power of attorney to a person of your choice as proxy. You may also electronically grant a power of attorney and provide instructions for the exercise of your voting rights 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 14, 2025, 05:00 p.m.** On the electronic platform, you may also notify us of any address changes.

Shareholders with a PO Box address or with a domicile outside Switzerland may further register a delivery address in Switzerland for the Gift Box (chocolate package, see also the section **Gift Box – information sheet** in this brochure) on this electronic platform.

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 personal attendance or for granting a power of attorney to either a person of your choice as proxy or to the independent proxy. Please return the duly completed and signed form by no later than **April 14, 2025, 05:00 p.m.** (receipt), in the enclosed return envelope.

In line with our target to achieve net-zero greenhouse gas emissions across the entire value chain by 2050 and – not least – to keep pace with technological developments, the Board of Directors decided last year to to establish respectively to give the shareholders the opportunity to choose from certain new options in the context of the Annual General Meeting:

- Please find enclosed with this invitation the **condensed version of the Annual Report 2024 in German**. The detailed and complete version of the Annual Report 2024 (including the Compensation Report), as well as the Sustainability Report 2024, are available to you in electronic form on our website www.lindt-spruengli.com. As of this year, the detailed version of the Annual Report is only available in English. The same will apply to the Half Year Report 2025. Since last year, the Annual Report and the Half Year Report are no longer available in printed form. We thank you, dear shareholders, for your understanding.
- As you may already be aware from other listed companies, we continue to offer you the opportunity to choose the form (written or electronic) in which you would prefer to receive your personal invitation to future Annual General Meetings. Further details can be found in the section **“Organizational matters”** on page 14 et seq.

If you are also a holder of participation certificates and keep them as certificates in physical form, e. g., at home or at a bank (so-called “Heimverwahrende”), we kindly draw your attention to the further information in the section “Note to holders of participation certificates”/“Conversion of participation certificates into book-entry securities” on page 16.

We thank you for your confidence in our Company and for 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 Consolidated Financial Statements of the Lindt & Sprüngli Group and the Statutory Financial Statements of Chocoladefabriken Lindt & Sprüngli AG for the financial year 2024

Proposal: 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.

Explanation: The consolidated financial statements of the Lindt & Sprüngli Group and the statutory financial statements of Chocoladefabriken Lindt & Sprüngli AG are part of the Annual Report 2024 of Chocoladefabriken Lindt & Sprüngli AG. The Board of Directors is of the opinion that the statutory financial statements and the consolidated financial statements 2024 have been prepared in accordance with the applicable accounting standards and the applicable provisions of the Swiss Code of Obligations (OR). PricewaterhouseCoopers AG, as statutory auditor of Chocoladefabriken Lindt & Sprüngli AG, has audited the consolidated financial statements and the statutory financial statements 2024 and has issued unqualified audit opinions thereto. The statutory auditor recommends to the Annual General Meeting without qualification that the consolidated financial statements and the statutory financial statements 2024 be approved. Copies of the audit reports are also set out in the Annual Report 2024. Against this background, the Board of Directors submits the aforementioned proposal.

https://www.lindt-spruengli.com/investors/financial-reporting/publications/

2. Advisory vote on the Compensation Report 2024

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

Explanation: The Compensation Report offers a comprehensive overview of the foundational principles, governance framework, and key components of the compensation of the Board of Directors and the Group Management of Lindt & Sprüngli, including detailed disclosures on the actual compensation awarded to the members of the Board of Directors and Group Management. It forms part of the Annual Report 2024 of Chocoladefabriken Lindt & Sprüngli AG. The Board of Directors is of the opinion that the Compensation Report has been prepared in accordance with the applicable accounting standards and the applicable provisions of the Swiss Code of Obligations. PricewaterhouseCoopers AG, as statutory auditor of Chocoladefabriken Lindt & Sprüngli AG, has audited the Compensation Report 2024 and has issued an unqualified audit opinion thereto. Against this background, the Board of Directors submits the aforementioned proposal.

Please refer to the Compensation Report 2024 and the explanations on page 18 et seq. of this invitation for more detailed information on compensation.

https://www.lindt-spruengli.com/investors/financial-reporting/publications/

3. Advisory vote on the Sustainability Report 2024

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

Explanation: This year marks the 15th time that the Lindt & Sprüngli Group has prepared an annual Sustainability Report. Since the financial year 2023, reporting has been carried out in accordance with the provisions of the revised Swiss corporate law (article 964a et seq. OR) regarding transparency on non-financial matters, which have been in force since January 1, 2022, and continues to follow GRI Standards. The disclosures on non-financial matters as required by article 964b OR are included in the Sustainability Report. The report on non-financial matters must be submitted to the Annual General Meeting for approval. The vote covers those sections of the Lindt & Sprüngli Sustainability Report 2024 which are specified on pages 128–132. Selected indicators in the report on non-financial matters have been reviewed with limited assurance by the statutory auditor, PricewaterhouseCoopers AG.

The Board of Directors is of the opinion that the report on non-financial matters, respectively the corresponding sections of the Sustainability Report 2024, have been prepared in accordance with the applicable provisions of the OR. The Board of Directors is not aware of any circumstances that would justify a refusal of approval by the Annual General Meeting. Against this background, the Board of Directors submits the aforementioned proposal.

Please refer to the Sustainability Report 2024 for more detailed information.

https://www.lindt-spruengli.com/investors/financial-reporting/publications/

4. Discharge 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 members of the Group Management for the financial year 2024.

Explanation: The Board of Directors has provided the shareholders with comprehensive information about the past financial year in the Annual Report 2024, and the Company's statutory auditor has issued unqualified audit opinions regarding the consolidated financial statements and the statutory financial statements 2024. Furthermore, the Board of Directors is not aware of any facts that would require refusal of the discharge. Therefore, the Board of Directors asks the Annual General Meeting to grant discharge to the members of the Board of Directors and the Group Management for the financial year 2024.

5. Appropriation of the available earnings 2024

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

Appropriation of the available earnings 2024

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 articles of association 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 (CHF 1,400 per registered share and CHF 140 per participation certificate in prior year)[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 registered share / CHF 0 per participation certificate in prior year)[3]	—

1. At December 31, 2024 this includes dividends not distributed on treasury stock held of CHF 10,043,600, dividends 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. The calculation of this number is based on the registered shares and participation certificates as of 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.

Explanation: In view of the economic development of the Company in the past financial year and the currently envisaged financial needs, the Board of Directors deems it appropriate to use the available earnings for the payment of a dividend as set out in the above proposal and to carry forward to new account the remaining balance sheet profit, after deduction of the total amount of the dividend. If the proposal is approved, the ordinary gross dividend will amount to CHF 1,500 per registered share and CHF 150 per participation certificate, and the aggregate distribution will amount to approximately CHF 349,220,850. The shares and participation certificates will be traded ex-dividend as of April 22, 2025 (ex-date). The dividend will be paid out, subject to deduction of the Swiss withholding tax, as of April 25, 2025 (cf. also footnote 3 to the proposal to agenda item 5). The number of registered shares and participation certificates entitled to distributions will be determined as of the record date (April 23, 2025). Until then, this number may still change due to the exercise of options in connection with the employee option plan and 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 distributions.

6. Reduction of the share and participation capital

Proposal: The Board of Directors proposes the following:

- 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 the 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 August 2, 2024, respectively.
- 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, respectively, 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 conduction of the capital reduction, the Board of Directors will amend the Articles of Association as follows:

- Article 3 para. 1 of the Articles of Association: "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 : "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.

Explanation: The proposed number of 194 registered shares and 25,350 bearer participation certificates to be cancelled is composed as follows:

- In the course of the share and participation certificate buyback program which was launched on August 2, 2022 on separate trading lines on the SIX Swiss Exchange and completed on March 18, 2024, Chocoladefabriken Lindt & Sprüngli AG has repurchased in aggregate 931 registered shares and 86,430 bearer participation certificates for cancellation. At the Annual General Meetings 2023 and 2024, the shareholders already resolved to cancel 824 of such registered shares and 74,280 of such bearer participation certificates. It is hereby proposed to the shareholders that an additional 107 registered shares and 12,150 bearer participation certificates from this share and participation certificate buyback program be cancelled by means of the proposed capital reduction.
- Furthermore, in the course of the share and participation certificate buyback program which was launched on August 2, 2024 on separate trading lines on SIX Swiss Exchange and is to be completed by July 31, 2026 at the latest, Chocoladefabriken Lindt & Sprüngli AG has repurchased until December 31, 2024 additional 87 registered shares and 13,200 bearer participation certificates for cancellation. It is hereby proposed to the shareholders that these 87 registered shares and 13,200 bearer participation certificates from this share and participation certificate buyback program also be cancelled by means of the proposed capital reduction.

The capital reduction by means of cancellation of registered shares and bearer participation certificates requires that a notice to creditors pursuant to article 653k para. 1 OR is published. The notice to creditors will be published in the *Swiss Official Gazette of Commer*ce after the Annual General Meeting. After the expiration of the statutory 30-day notification period, the statutory auditor of the Company must confirm in writing that, based on the conclusion and result of the notice to creditors, the claims of the creditors are fully covered despite the capital reduction. Thereafter, the capital reduction will be effected and registered in the commercial register. The capital reduction by means of cancellation is part and purpose of the completed and the ongoing, respectively, share and participation certificate buyback program of Chocoladefabriken Lindt & Sprüngli AG. Therefore, the Board of Directors submits the aforementioned proposal.

7. Elections

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

Proposal: 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.

Explanation: The seven current members of the Board of Directors have declared their willingness to stand for re-election at this year's Annual General Meeting as member or, respectively, as member and Chairman of the Board of Directors. The Board of Directors is of the opinion that the members standing for re-election have worked efficiently and well together and that continuity in the composition of the Board of Directors is in the best interest of the Company. The Board of Directors remains convinced that the Board of Directors in its current composition has an appropriate balance of skills, experience, and knowledge of the business of Chocoladefabriken Lindt & Sprüngli AG in order to effectively fulfill its duties and responsibilities, and meets the Company's requirements in terms of expertise and independence. Against this background, the Board of Directors submits the aforementioned proposals to the Annual General Meeting.

Please refer to the Annual Report, Corporate Governance Report – see section "Board of Directors" for more detailed information on the current members of the Board of Directors.

https://www.lindt-spruengli.com/investors/financial-reporting/publications/

7.2 Election of the members of the Compensation & Nomination Committee

Proposal: 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.

Explanation: The Compensation & Nomination Committee was elected in its current composition for the first time at the Annual General Meeting 2023 and since then Monique Bourquin has acted as Chair of the Compensation & Nomination Committee. The three current members of the Compensation & Nomination Committee have agreed to stand for re-election as members of the Compensation & Nomination Committee at this year's Annual General Meeting. The Board of Directors is of the opinion that the Compensation & Nomination Committee advised and supported the Board of Directors comprehensively and as required in matters relating to compensation and nomination during the past financial year. Further, the Board of Directors is convinced that the members proposed for election have the necessary skills and knowledge and the required independence to effectively fulfill the duties and responsibilities of the Compensation & Nomination Committee. Therefore, the Board of Directors submits the aforementioned proposals to the Annual General Meeting.

7.3 Election of the independent proxy

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

Explanation: The independent proxy allows the shareholders to be represented at the Annual General Meeting by an independent third party. Dr Patrick Schleiffer, attorney-at-law, Lenz & Staehelin, has confirmed to Chocoladefabriken Lindt & Sprüngli AG that he has the required independence to exercise the mandate. The Board of Directors is also of the opinion that Dr Patrick Schleiffer is well acquainted with the tasks of an independent proxy and thus allows for a smooth course of proceedings. The Board of Directors has no indication that the performance of the independent proxy has not been impeccable during the past years. The Board of Directors therefore submits the aforementioned proposal to the Annual General Meeting.

7.4 Election of the statutory auditor

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

Explanation: The main task of the statutory auditor is to audit the statutory financial statements and the consolidated financial statements, as well as the compensation report. PricewaterhouseCoopers AG is a state-regulated auditing company in accordance with the provisions of the Audit Supervision Act of December 16, 2005, which is supervised by the Swiss Federal Audit Supervision Authority. PricewaterhouseCoopers AG has confirmed to Chocoladefabriken Lindt & Sprüngli AG that it has the necessary independence to carry out the mandate as statutory auditor. The financial year 2025 is the sixth year for the auditor in charge (in office since 2020), whereby the auditor in charge is allowed to carry out the mandate for a maximum of seven years pursuant to the provisions of the OR. The Board of Directors is of the opinion that PricewaterhouseCoopers AG is well acquainted with the tasks of a statutory auditor and with the internal processes of the Company and the Group, which allows for a smooth audit process. The Board of Directors has no indication that the performance of the statutory auditor has not been impeccable in the past year. Therefore, the Board of Directors submits the aforementioned proposal to the Annual General Meeting.

Further information on PricewaterhouseCoopers AG as statutory auditor can be found in the Annual Report.

https://www.lindt-spruengli.com/investors/financial-reporting/publications/

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

Proposal: The Board of Directors proposes the 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.

Explanation: The members of the Board of Directors receive a fixed fee as their sole form of compensation. None of the members of the Board of Directors is currently eligible for a variable compensation, option rights, or other equity interests such as shares or participation certificates. The compensation level of the Board of Directors is periodically reviewed by means of an external benchmarking. The benchmarking which was conducted in 2023 using 2022 year-end data, revealed significant disparities in compensation levels. Based on the results of this benchmarking, the CNC proposed an increase in the remuneration of the non-executive members of the Board of Directors from the Annual General Meeting 2024, which was approved by the Board of Directors. An additional fee for committee chairs was also introduced to reflect the greater responsibilities and time commitments associated with these important governance roles. The mentioned adjustments aimed to better align non-executive directors' compensation with market standards while recognizing their valuable contributions. The most recent benchmarking, in 2024, which was conducted using 2023 year-end data, confirmed the appropriateness and competitiveness of the current compensation of the Board of Directors. The increase of the individual compensation of the non-executive members of the Board of Directors had no effect on the maximum aggregate compensation amount. The Board of Directors is of the opinion that the current compensation of the members of the Board of Directors is appropriate in view of the work performed by them and is in line with the compensation principles set out in the Articles of Association of the Company. The Board of Directors therefore submits the aforementioned proposal to the Annual General Meeting for the upcoming term of office.

For further information regarding the compensation of the Board of Directors, please refer to the Compensation Report 2024 and the following explanatory notes on page 18 et seq. of this invitation.

https://www.lindt-spruengli.com/investors/financial-reporting/publications/

8.2 Approval of the maximum aggregate compensation amount for the Group Management for the financial year 2026

Proposal: 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.

Explanation: The compensation of the members of the Group Management aligns with their respective roles and responsibilities and consists of a fixed compensation, a short-term performance-based compensation and a long-term performance-based compensation in the form of options for participation certificates. The amount of total compensation is regularly reviewed by means of external benchmarking. The relevant benchmarking for the review of the compensation of the Group Management in 2024 was carried out in 2023 based on 2022 year-end data. Based on the results of this benchmarking, adjustments to the compensation of the CEO and one other member of the Group Management were proposed by the CNC in 2024 and approved by the Board of Directors. For the other members of the Group Management, the aforementioned benchmarking confirmed that their compensation levels and structures were generally competitive within the comparison market. Against this background, the Board of Directors is of the opinion that the current compensation of the members of the Group Management is appropriate in view of the work performed by them and is in line with the compensation principles set out in the Company's Articles of Association and the compensation goals set out in the Compensation Report. The maximum amount to be approved by the Annual General Meeting must cover all elements of the compensation of the Group Management, with respect to performance-based compensation under the assumption that all corporate and individual targets are achieved at a maximum level. Against this background, the Board of Directors proposes to the Annual General Meeting the aforementioned amount for the maximum aggregate compensation of the Group Management for the financial year 2026.

For further information on the compensation of the Group Management, please refer to the Compensation Report 2024 and the following explanatory notes on page 18 et seq. of this invitation.

https://www.lindt-spruengli.com/investors/financial-reporting/publications/

Organizational matters

Annual Report/Sustainability Report

The Annual Report 2024, including the consolidated financial statements of the Lindt & Sprüngli Group, the statutory financial statements of Chocoladefabriken Lindt & Sprüngli AG, the Compensation Report and the auditor's reports for the financial year 2024, is available in electronic form on the Company's website. The shareholders have again received a condensed version of the Annual Report 2024 together with the invitation to the Annual General Meeting. There will be no distribution of printed copies of the complete Annual Report. The Sustainability Report 2024, which includes the reporting on non-financial matters, is also available in electronic form on the Company's website.

https://www.lindt-spruengli.com/investors/financial-reporting/publications/

Attendance and authorization to vote

In accordance with article 13 of the Articles of Association, those shareholders who are registered with voting rights in the share register by April 2, 2025, 11:59 p.m. are entitled to attend and vote at the Annual General Meeting. No registration of share transfers in the share register will be made during the period from April 2, 2025, 11:59 p.m. until April 16, 2025 (inclusive).

Admission tickets

Admission tickets and voting materials will be sent out as of April 3, 2025. In the case of late registrations, admission tickets will be deposited at the information desk on site.

Registration for personal attendance

If you would like to **attend** the Annual General Meeting in person, you can order an admission ticket as follows:

- via the electronic platform ShApp (https://lindt.shapp.ch), which you can use to directly order your admission ticket;
- by mail using the enclosed form **"Written Registration/Power of Attorney"**, which must be returned duly completed and validly signed.

Granting of a power of attorney

Shareholders who do not wish to attend the Annual General Meeting in person have the following options to be represented at the Annual General Meeting:

a. representation by a person of their choice by means of a power of attorney;
b. granting of power of attorney and issuance of instructions to the independent proxy, Dr Patrick Schleiffer, attorney-at-law, Lenz & Staehelin, Brandschenkestrasse 24, 8027 Zurich. If the independent proxy is unable to attend, 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.

There are two ways for you to grant a power of attorney:

- the electronic platform ShApp (https://lindt.shapp.ch), which you can use to directly grant a power of attorney and issue instructions to the independent proxy;
- by mail using the enclosed form **“Written Registration/Power of Attorney”**, which must be returned duly completed and validly signed.

Access information and deadlines

You will find your personal access information (identification code and password) for our electronic platform https://lindt.shapp.ch on the attached form **“Written Registration/Power of Attorney”**.

Registration for personal attendance, granting of a power of attorney and issuing instructions by means of the attached form or via our electronic platform is possible until April 14, 2025, 05:00 p.m. (receipt) at the latest.

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 resulting from the existing share capital. Natural persons and legal entities that are related to each other through capital or voting rights or in any other way, or which act 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 (article 689c OR) and to shareholders registered in the share register with more than 6%.

If necessary, the Annual General Meeting may be held in multiple halls, with the proceedings and presentations being broadcasted in full. The exercise of shareholders’ rights is guaranteed in any case.

Form of delivery for future invitations to General Meetings

Since the Annual General Meeting 2024, you have the option of selecting the form in which you would like to receive your personal invitation to future General Meetings. You can select your preferred form on our electronic platform https://lindt.shapp.ch. The following options are available to you:

- **By e-mail:** If you choose this option, you will in the future be informed by e-mail about upcoming General Meetings and can access the relevant documentation in connection with the invitation to the General Meeting on our electronic platform https://lindt.shapp.ch. In this case, also registration for personal attendance at the General Meeting or granting a power of attorney for the exercise of your voting rights is possible exclusively electronically through our electronic platform https://lindt.shapp.ch. For this option, an e-mail address is required. By choosing this option, you will make the greatest contribution to sustainability.
- **Complete delivery by mail:** As before, you will receive the full invitation to the General Meeting and any additional documentation by mail to the address registered in the share register and will continue to have the option to register your personal attendance at the General Meeting or to grant a power of attorney for the exercise of your voting rights either in writing or electronically.

If you do not select any of the two options this year, we will assume that you wish to continue to receive a complete delivery by mail. In this case, you will have the option of selecting the electronic alternative for future invitations to General Meetings again next year.

In the event that your selection for future invitations should be unclear or incomplete, we will also assume that you wish to continue to receive a complete delivery by mail.

Note to holders of participation certificates

Holders of participation certificates will be notified of the convocation of the Annual General Meeting by means of an announcement in the *Swiss Official Gazette of Commerce*. Holders of participation certificates are not entitled to participate in the Annual General Meeting. The minutes on the resolutions adopted at the Annual General Meeting will be available for inspection by shareholders and holders of participation certificates at the Company's domicile as of April 16, 2025, and will be available online for download.

https://www.lindt-spruengli.com/investors/annual-general-meeting/

Conversion of participation certificates into book-entry securities

Chocoladefabriken Lindt & Sprüngli AG decided in 2020 to stop the issuance of physical dividend vouchers (coupons) on bearer participation certificates. Holders who keep their participation certificates as certificates in physical form, e.g., at home or at their bank (e.g., in a safe deposit box or in individual custody, "Heimverwahrende"), were and are asked to deliver their participation certificates (including remaining coupons and talons, if any) to a bank of choice in order to book their participation certificates into an existing securities account, or one to be opened. For participation certificates that are not held as book-entry securities, any future dividends or other distributions on participation certificates will not automatically be serviced through the banking system, but only according to the applicable provisions of Swiss securities law.

Holders of participation certificates held in physical form should be aware that dividends and other distributions not claimed within five years will be allocated to the Company. Holders who already keep their participation certificates in a securities account with their deposit bank are not affected by the change and need not act.

For further information and questions, please refer to the Investor Relations website or contact the Investor Relations Department of the Company on phone number +41 44 716 25 37 or via email at investors@lindt.com.

https://www.lindt-spruengli.com/investors/participation-certificate/

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

Kilchberg, March 25, 2025

The Board of Directors

Annex

- Explanatory notes on the compensation-related agenda items (page 18 et seq.)
- Gift Box – information sheet (page 32 et seq.)
- Location map Kongresshaus Zurich (KHZ) (page 34)
- Form “Written Registration/Power of Attorney”, including return envelope as a separate attachment

Explanatory notes on the compensation-related agenda items

Overview of the compensation-related agenda items

At the Annual General Meeting, three compensation-related agenda items will be voted on:

- Agenda Item 2: Advisory vote on the Compensation Report 2024;
- Agenda Item 8.1: Approval of the maximum aggregate compensation amount for the Board of Directors for the term of office 2025/2026;
- Agenda Item 8.2: Approval of the maximum aggregate compensation amount for the Group Management for the financial year 2026.

Compensation-related agenda items

Since 2015, the Annual General Meeting has approved in separate votes the proposals of the Board of Directors for the maximum aggregate compensation for the members of the Board of Directors until the next Annual General Meeting, and for the maximum aggregate compensation for the members of the Group Management for the respective forthcoming financial year. Further, the Compensation Report for the previous financial year is also submitted to the shareholders for approval by means of a non-binding advisory vote.

Accordingly, the following compensation-related agenda items are scheduled for the Annual General Meeting:

Compensation-related votes

Agenda item 2

Advisory vote on the Compensation Report 2024

In accordance with article 735 para. 3 cipher 4 OR and the recommendations of the "Swiss Code of Best Practice for Corporate Governance", the Board of Directors submits for the eleventh time the Compensation Report of the Lindt & Sprüngli Group to the Annual General Meeting for approval by means of an advisory vote.

The Compensation Report offers a comprehensive overview of the foundational principles, governance framework, and key components of the compensation of the Board of Directors and the Group Management at Lindt & Sprüngli. It includes detailed disclosures of the actual compensation awarded to the members of the Board of Directors and the Group Management, in each case for the financial year ending on December 31, 2024, along with comparative figures from the previous year (where applicable). The report meets the disclosure obligations under Article 734 et seq. of the Swiss Code of Obligations, aligns with Section 5 of the Annex to the SIX Swiss Exchange Directive on Corporate Governance, and reflects the latest recommendations from the "Swiss Code of Best Practice for Corporate Governance".

The Compensation Report also contains a description of the compensation-related duties and responsibilities of the Compensation Committee (Compensation & Nomination Committee [CNC]), the CEO, the Board of Directors, and the General Meeting, together with a report on the CNC's activities in the financial year 2024.

The following table provides an overview of the approval system for the compensation of the Board of Directors, the CEO, and the other members of the Group Management. In addition, the most important responsibilities of the CNC within the framework of the compensation principles, the Articles of Association, and the compensation-related resolutions of the General Meeting are set out below:

Duties and responsibilities with regard to the compensation of the Board of Directors, the CEO and the Group Management

	CEO	CNC	Board of Directors	Annual General Meeting
Maximum aggregate compensation Board of Directors		Proposal to Board of Directors	Proposal to AGM	Decision (prospective)
Individual compensation of the members of the Board of Directors		Proposal to Board of Directors	Decision	
Maximum aggregate compensation Group Management	Proposal to CNC	Proposal to Board of Directors	Proposal to AGM	Decision (prospective)
Individual compensation of the CEO		Proposal to Board of Directors	Decision	
Individual compensation of the other members of the Group Management	Proposal to CNC	Decision		
Advisory vote on Compensation Report		Proposal to Board of Directors	Proposal to AGM	Decision (retrospective)
Employment contract CEO		Proposal to Board of Directors	Decision	
Employment contracts of the other members of the Group Management	Proposal to CNC	Decision		
Potential occupational benefits and pension outside the scope of occupational benefits or similar schemes abroad for the members of the Group Management or the Board of Directors		Proposal to Board of Directors	Decision	

The Compensation Report is part of the Annual Report and can be found on page 70 of the Annual Report 2024.

Agenda item 8.1
Approval of the maximum aggregate compensation amount for the Board of Directors for the term of office 2025/2026

The principles for compensating the members of the Board of Directors are outlined in article 21 paragraph 2 of the Articles of Association. At present, all members of the Board of Directors receive a fixed fee as their sole form of compensation. They are not eligible for variable compensation, option rights, or other equity interests such as shares or participation certificates.

To maintain market competitiveness, Board compensation levels are periodically reviewed against a group of non-financial SMI and SMIM companies similar in size to Lindt & Sprüngli (for details please refer to the Compensation Report 2024). The benchmarking conducted in 2023 using 2022 year-end data revealed significant disparities in compensation levels. While the annual fee for the Executive Chairman aligned with market standards, the compensation for non-executive members of the Board of Directors remained significantly below the market median, mainly because it had not been adjusted in over 25 years. Against this background, the CNC proposed an increase in Board membership fees for non-executive directors, effective from the Annual General Meeting 2024, which the Board of Directors approved. An additional fee for committee chairs was introduced to reflect the greater responsibilities and time commitments associated with these important governance roles. The mentioned adjustments aimed to better align non-executive directors' compensation with market standards while recognizing their valuable contributions. The latest benchmarking run in 2024 based on 2023 year-end data confirmed the appropriateness and competitiveness of the adjusted Board of Directors compensation. The increase in the individual compensation of the non-executive members of the Board of Directors had no effect on the maximum aggregate compensation amount.

The fixed compensation of the Executive Chairman of the Board of Directors amounts to CHF 1.2 million per year, paid monthly in 12 equal cash installments as a salary.

The non-executive members of the Board of Directors receive a fixed fee in an amount of CHF 180,000 per year (previously: CHF 145,000), which is paid out for the preceding term of office following the respective Annual General Meeting. Effective from the Annual General Meeting 2024, the Vice-Chairman receives a fixed fee of CHF 350,000 per year (previously: CHF 290,000), which acknowledges its duties and responsibilities. Non-executive members of the Board of Directors, excluding the Vice-Chairman, who chair a Board Committee receive an additional fixed fee of CHF 40,000 per year.

The compensation of the Board of Directors, which is approved annually by the shareholders, covers the 12-month period from April to April, aligning with the cycle of the Annual General Meetings. The Compensation Report now also shows the compensation for the respective calendar year (January to December).

At the Annual General Meeting 2023, the shareholders approved the aggregate maximum total amount of compensation of CHF 3.2 million for the period from the Annual General Meeting 2023 to the Annual General Meeting 2024, with actual compensation of CHF 2.3 million staying within the approved limits. For the period from the Annual General Meeting 2024 to the Annual General Meeting 2025, shareholders approved the same maximum amount of CHF 3.2 million. As this compensation period is still ongoing, compliance with the approved compensation amount will be addressed in the Compensation Report 2025.

In order to enhance transparency, the compensation of the Board of Directors for the financial years 2023 and 2024 now reflects amounts accrued during the respective financial period, whereas previous reports presented the amounts paid out in the same period.

The following table provides an overview of the total compensation of the Board of Directors accrued in the financial years 2023 and 2024.

Compensation of the Board of Directors

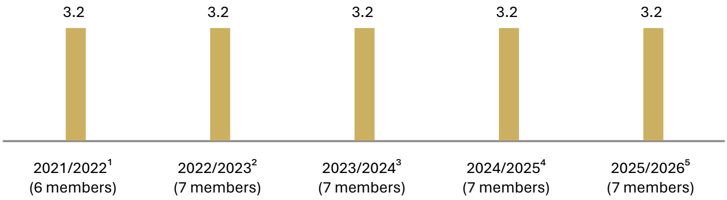
	Accrued	
in CHF thousand	2023	2024
Salary	2 396[1]	2 450
Other compensation	101	103
Total compensation BoD	**2 497 (7 members)**	**2 553 (7 members)**

1. Dr D. Weisskopf received compensation as a member of the Board of Directors only after the end of his employment, i.e., as of April 1, 2023.

The amount for the financial year 2025 will be disclosed in the Annual Report 2025. The Board of Directors proposes that the maximum aggregate amount for the compensation of the Board of Directors for the term of office 2025/2026 be set at CHF 3.2 million.

Approved or proposed maximum aggregate compensation

in CHF million



1. Approved by AGM 2021.
2. Approved by AGM 2022.
3. Approved by AGM 2023.
4. Approved by AGM 2024.
5. To be approved by AGM 2025.

Agenda item 8.2

Approval of the maximum aggregate compensation amount for the Group Management for the financial year 2026

Attracting, motivating, and retaining top talent globally is essential to Lindt & Sprüngli's sustained success. To support this goal, the Company's compensation principles emphasize sustainability and continuity, promoting long-term impact. This dedication is reflected, for instance, in Lindt & Sprüngli's consistently low voluntary turnover – a key strength for a premium product manufacturer with a long-term strategic vision.

Guided by market insights, Lindt & Sprüngli's performance-based compensation approach thoughtfully balances the interests of shareholders, employees, and customers. Rooted in this philosophy, Lindt & Sprüngli's compensation system is organized around five core goals:

i. Anchor Lindt & Sprüngli's strategy into its compensation framework.
ii. Align management activities with the long-term interests of shareholders.
iii. Attract and retain highly qualified talent while enhancing Lindt & Sprüngli's appeal as an employer.
iv. Inspire employees to deliver sustained excellence in performance.
v. Promote "pay-for-performance" by aligning compensation costs with accomplished results.

The compensation framework for the Group Management is set out in article 26bis of the Articles of Association. Paragraphs 3–7 detail the compensation elements, emphasizing variable performance-based compensation and the allocation of equity instruments such as shares, conversion rights, or options, while paragraph 8 specifies the rules governing pension benefits outside the occupational pension scheme.

Compensation of the Group Management

The compensation for members of the Group Management aligns with their respective roles and responsibilities and includes the following components:

i. Fixed compensation: Base Salary, allowances, and other benefits, including pension contributions;
ii. Short-term performance-based compensation: Cash Bonus;
iii. Long-term performance-based compensation: Options for participation certificates under the Option Plan.

To maintain market competitiveness, the compensation of the Group Management is regularly benchmarked against a selection of non-financial SMI and SMIM companies of comparable size to Lindt & Sprüngli (for details please refer to the Compensation Report 2024). The benchmarking analysis conducted in 2023 using 2022 year-end data revealed that the CEO’s total compensation was below the median of the defined peer group. To better align it with market practices and to reflect the Board’s recognition of the CEO’s pivotal role in driving the Company’s strategic vision and delivering sustainable success, the CNC proposed, and the Board of Directors approved, an increase in the CEO’s annual Base Salary to CHF 1.4 million (from CHF 1.2 million), effective as of April 2024. The target opportunity levels for the performance-based variable compensation, expressed as a percentage of the Base Salary, remained unchanged. For the other members of the Group Management, the benchmarking confirmed that their compensation levels and structures were generally competitive within the comparison market. One member received a 5.1% salary increase, effective April 2024, to address alignment needs identified during the review. The next regular benchmarking for the Group Management compensation is scheduled for 2025.

Compensation elements of the Group Management

Fixed compensation: Base Salary, allowances and other benefits, and pension benefits

The Base Salary reflects the individual functional level, competencies, expertise, and experience, as well as a baseline level of sustained expected performance of each member of the Group Management. It is distributed in 12 equal monthly cash installments.

Additionally, members of the Group Management receive allowances and other benefits that align with competitive market practices. These include eligibility to a company vehicle and participation in the Company’s pension plans.

Short-term performance-based compensation: Cash Bonus

The Cash Bonus aims to reward the members of Group Management for achieving annual set targets on predetermined key performance indicators (KPIs), evaluated either collectively or individually.

Performance achievements are primarily measured (80%) using quantitatively defined financial KPIs, concentrating on sustainable organic sales growth and ongoing improvement in profitability. For members of the Group Management with corporate function responsibilities, these KPIs are assessed entirely at Group level. For those members of the Group Management in regional roles, the assessment is divided between 60% Group and 20% regional performance. Due to the CEO's regional responsibility, 75% of his performance assessment in 2024 was carried out at Group level and 5% at regional level. Starting in 2025, the CEO will follow the standard distribution of 60% Group and 20% regional performance. The remaining 20% of the Cash Bonus is linked to non-financial ESG and individual transformation goals, emphasizing Lindt & Sprüngli’s commitment to sustainability and fostering long-term innovation.

ESG goals reflect Lindt & Sprüngli’s commitment to maximizing its impact on society, the environment, and economy into the annual Cash Bonus. Our environmental and social ambitions are detailed in the Sustainability Report and assessed as ESG goals for the Group Management, whereby for 2024 the following aspects have been considered:

i. progress on climate change mitigation efforts by reducing greenhouse gas emissions;
ii. share of packaging designed to be recyclable;
iii. proportion of raw materials covered by responsible sourcing programs;
iv. continuous improvements to occupational health and safety;
v. representation of women at senior leadership levels.

Transformation goals are set individually for each member of the Group Management in due consideration of their duties and areas of responsibility. These objectives encompass various dimensions, including organizational development initiatives, marketing insights and innovation, as well as efficiency and process improvement.

For all KPIs, the target performance level, along with the minimum and maximum thresholds and their corresponding payout levels for the Cash Bonus, is determined annually in December for the following year. These decisions are made by the CNC and, in the case of the CEO, by the Board of Directors.

The target-setting process for financial targets is based on the approved overall company and regional budgets for the following year. Non-financial targets are laid out in line with the overall long-term company strategy and functional priorities. To maintain a balanced and resilient pay-for-performance framework, the Board of Directors reserves the right to readjust initial targets in case of extraordinary and unforeseen major events.

The financial as well as individual targets for the short-term performance-based compensation are commercially sensitive and will therefore not be disclosed. In order to nevertheless enhance transparency in this respect, the Compensation Report 2024 details those performance achievements that determined the 2024 Cash Bonus payout.

The target Cash Bonus corresponds to 80% (unchanged) of the CEO's Base Salary and ranges from 60% to 70% (unchanged) of the individual Base Salary for other members of the Group Management. A full payout is only made if the predefined KPI targets are fully achieved. If performance targets fall short, the Cash Bonus is proportionally reduced and may be eliminated entirely. If KPI targets are exceeded within a predefined range, the Cash Bonus payout can increase to 100% (unchanged) of the CEO's Base Salary and from 70% to 90% (unchanged) of the individual Base Salary for the other members of the Group Management. In exceptional circumstances where performance considerably surpasses expectations, the Cash Bonus payout may exceed the individual maximum threshold, reaching up to 130% of the individual Base Salary. Such adjustments are carefully assessed and decided by the CNC, with decisions regarding the CEO requiring approval from the Board of Directors. For newly joined members of the Group Management, a lower target level and maximum payout as a percentage of their Base Salary may apply, with a gradual increase to align with Company standards over time.

The possible minimum, target and maximum payouts for the CEO and each other member of the Group Management with respect to the Cash Bonus are defined as a percentage of their individual Base Salary, in each case in accordance with the respective overall responsibility.

In % of Base Salary	Minimum	Target	Maximum
CEO	0–60%	80%	100%
Group Management	0–50%	60–70%[1]	70–90%[1]

1. For newly appointed members of the Group Management, a lower target level and a lower maximum payout as a percentage of Base Salary may apply, with a progressive increase to adjust to Company standards over time.

The Cash Bonus is paid in spring of the following year (based on salaries for April of the reporting year) after the achievement of performance targets has been assessed and determined.

Long-term performance-based compensation: Option Plan
The long-term performance-based compensation consists of an Option Plan. The Option Plan aims to reward sustained business success, incentivize the creation of shareholder value, align the interests of participants with those of the shareholders, and to retain the members of the Group Management.

Under the Option Plan, a certain number of stock options may be awarded to the members of the Group Management and selected other key employees. Each option carries the right to subscribe to one participation certificate (subscription ratio 1:1) and becomes exercisable during a predefined exercise period following the expiration of a predetermined vesting period.

The total number and total value of awards under the Option Plan is determined at the beginning of each financial year by the Board of Directors, based on a recommendation by the CNC. In formulating its recommendation, the CNC evaluates the Company's current performance, takes into account the development of the value of the options, which fluctuates from year to year due to changes in volatility and interest rates, using statistical binomial models (see below), and takes into account the potential dilutive effect. Any renewal or increase of the underlying conditional capital requires separate approval from the shareholders at the General Meeting. The value of awards granted to members of the Group Management is further limited by the aggregate maximum compensation amount approved by the Annual General Meeting.

For each member of the Group Management, the grant value under the Option Plan is determined individually in Swiss francs and is capped at 180% of their respective Base Salary (unchanged from the previous year), whereas 100% of the Base Salary is the defined starting position. The individual grant decisions are made by the CNC, or by the Board of Directors in case of the CEO, factoring in a comprehensive assessment of the following key considerations:
i. Their current role, scope of the individual responsibilities, and influence on Lindt & Sprüngli's long-term success;
ii. Their proven contribution to operational and strategic achievements as well as priorities as the basis for Lindt & Sprüngli's future success.
iii. The expertise, experience, and skills they contribute to drive future growth in key financial metrics, ESG priorities, and brand positioning.
iv. Their leadership qualities, transformative strength, and further potential within the organization.

Starting with the 2025 grant cycle, individual grants will be capped at 150% of Base Salary. Additionally, the CNC is reviewing the decision-making process to identify opportunities for simplification and improved efficiency.

Options are typically granted in January and transferred to plan participants in April. The fair market value per option at the time of grant is determined using binomial statistical models, in accordance with relevant accounting standards. The number of options granted to each member of the Group Management is calculated by dividing the individual grant value in Swiss francs by the value per option at the time of grant.

Options granted under the Option Plan are subject to staggered vesting periods of three (35%), four (35%), and five (30%) years and can be exercised during a seven-year exercise period starting from the grant date. The strike price is predetermined at the time of grant and corresponds to the average closing prices of the participation certificates of Chocoladefabriken Lindt & Sprüngli AG over the five successive trading days on the SIX Swiss Exchange preceding the grant date in January of the respective year. Options that are not exercised during the applicable exercise periods become forfeit.

Aggregate compensation of the Group Management

At the Annual General Meeting 2023, shareholders approved a maximum aggregate amount of CHF 20.0 million for the compensation of the Group Management for the financial year 2024. The actual 2024 compensation amounted to CHF 18.999 million, which was within the approved limits.

The compensation of the members of Group Management for 2024 and 2023 is shown in the following table. The valuation of the option-based compensation for 2024 and 2023 is based on the respective fair market values at the time of grant.

Compensation for the Group Management (audited)

CHF thousand	Fixed compensation			Variable compensation		2024
	Base Salary[1]	Allowances[2]	Pension benefits[3]	Cash Bonus[4]	Option Plan[5]	Total compensation
Dr. Adalbert Lechner, CEO	1,350	14	58	1,276	2,021	4,719
Other members of Group Management[6]	4,347	143	403	3,041	6,346	14,280
Total	**5,697**	**157**	**461**	**4,317**	**8,367**	**18,999**

CHF thousand	Base Salary[1]	Allowances[2]	Pension benefits[3]	Cash Bonus[4]	Option Plan[5]	2023 Total compensation
Dr. Adalbert Lechner, CEO	1,200	48	76	1,200	1,664	4,188
Other members of Group Management[7]	4,070	169	440	3,399	5,614	13,692
Total	**5,270**	**217**	**516**	**4,599**	**7,278**	**17,880**

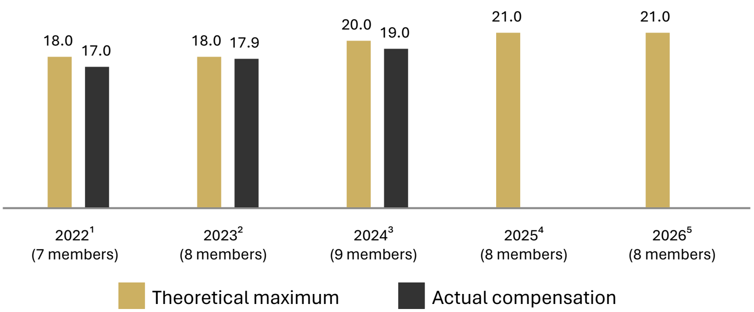
1. Total of paid-out gross compensation.
2. Including private share of company car. In 2024, this included a payment related to an international move, aligned to our global mobility policy of CHF 63,000 for A. Dominguez (USA to Switzerland), and an anniversary of service award of CHF 2,000 for M. Hug (as of 2025 service awards will no longer be made).
3. Including pension funds and social insurance contributions paid by the employer, which establish or increase employee benefits.
4. Expected pay-out (accrual basis) in April of the following year according to the proposal of the CNC and the decision of the Board of Directors, respectively (excluding social charges paid by employer).
5. Option grants on Lindt & Sprüngli participation certificates under the terms and conditions of the Lindt & Sprüngli Employee Option Plan (see also note 28 share-based payments in the Financial Report). The valuation reflects the fair market value at the time of grant. The total number of granted options in 2024 was 1,500 options to Dr A. Lechner (1,200 options in 2023) and 4,710 options to all other members of the Group Management (4,050 options in 2023).
6. There were eight other Group Management members as of December 31, 2024. All elements of the compensation of A. Dominguez are calculated pro-rata as she was appointed to the Group Management from July 1, 2024.
7. There were seven other Group Management members as of December 31, 2023, incl. N. Uhrmeister who started in November 2023. The compensation of Dr D. Weisskopf (CEO until September 30, 2022) until the end of his tenure on March 31, 2023, is included in the compensation for the other Group Management members.
Dr D. Weisskopf received no separate fee as Board Member during his employment.

In 2024, the total amount of the aggregate Cash Bonuses awarded to the members of the Group Management amounted to CHF 4.317 million (previous year: CHF 4.599 million). For Dr Adalbert Lechner (CEO), the awarded Cash Bonus in 2024 amounted to CHF 1.276 million, corresponding to 91% of his Base Salary (CHF 1.2 million or 100% of Base Salary in 2023). For the other bonus eligible members of the Group Management, the Cash Bonus awarded in 2024 was between 39% and 82% of the respective Base Salary, with an average of 72% of the relevant Base Salary (80% in 2023).

A total number of 6,210 options (5,250 in 2023) were awarded to members of the Group Management under the 2024 Option Plan. The total value of the options awarded to the CEO amounted to CHF 2.021 million (CHF 1.664 million in 2023), which corresponds to 150% of his Base Salary (139% in 2023). The total value of the options awarded to the other members of the Group Management under the 2024 Option Plan amounted to CHF 6.346 million (CHF 5.614 million in 2023). The individual awards correspond to an average of 137% of the respective individual Base Salary (152% in 2023).

The following chart shows the maximum possible total compensation and the actual total compensation of the Group Management in a year-by-year comparison. The calculation of the maximum total compensation is based on the fixed compensation and the assumption that all corporate and individual targets are achieved at the highest possible level. For the financial year 2026, the Board of Directors therefore proposes a maximum aggregate compensation for the Group Management of CHF 21.0 million.

Aggregate compensation of the Group Management



1. Approved by AGM 2021. The compensation of Dr A. Lechner (CEO as of October 1, 2022) is included; also that of Dr D. Weisskopf (CEO until September 30, 2022) during his employment. D. Studer was appointed to the Group Management as of September 1, 2022.
2. Approved by AGM 2022. N. Uhrmeister was appointed to the Group Management as of November 1, 2023.
3. Approved by AGM 2023. A. Dominguez was appointed to the Group Management as of July 1, 2024.
4. Approved by AGM 2024. R. Fallegger is retired as of January 1, 2025.
5. To be approved by AGM 2025.

The difference between the respective proposed amounts and the relevant actual total compensation can be explained as follows:

1. The amount proposed for the respective year to the previous Annual General Meeting reflects the theoretical maximum possible aggregate compensation, which covers several possible scenarios.
2. All performance-based compensation elements are directly dependent on the achievement of financial and qualitative targets of the members of the Group Management.
3. The long-term performance-based compensation element is dependent on the respective fair market value of the granted options at the relevant point in time.

The proposed amount of CHF 21.0 million for the financial year 2026 is intended to ensure that, depending on the performance achieved by 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

For each participant who is entitled to vote, one Gift Box voucher will be handed out at the entrance control that can be redeemed after the end of the Annual General Meeting.

Participants who represent the shares of several shareholders receive one Gift Box voucher for a chocolate package for each such shareholder. For this purpose, they need a **validly signed, written power of attorney** issued by each 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 you exercise your voting rights (either via the online platform ShApp [Shareholder Application] or via 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 14, 2025, 05:00 p.m. [receipt])** 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 **and thus no shipment of the Gift Box will be made**.

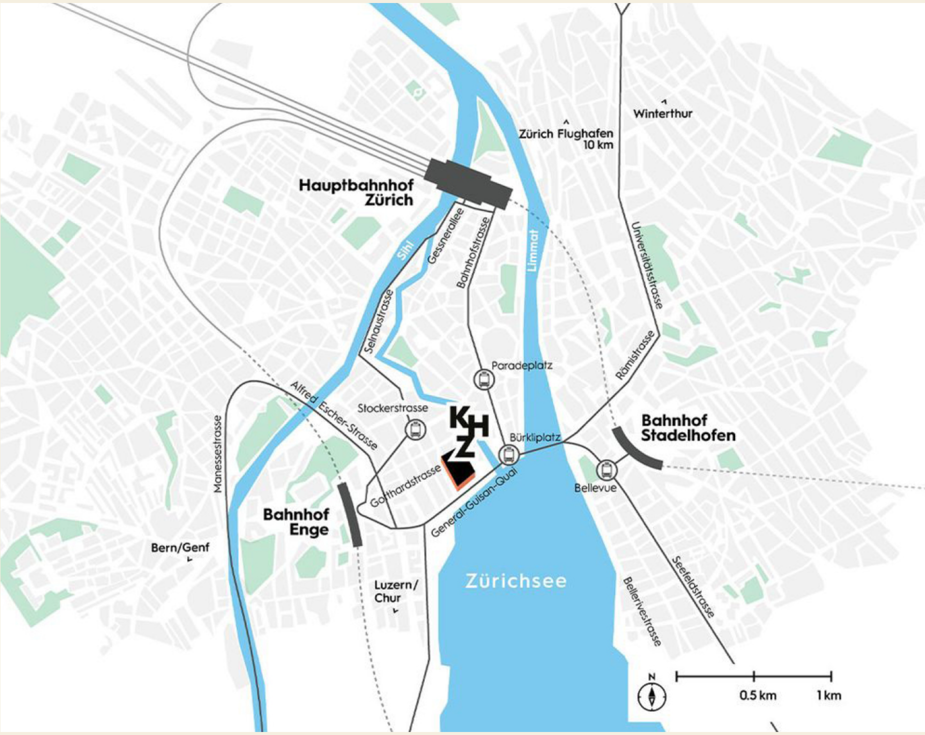
- If a power of attorney is granted **in time** by mail (using the form **“Written Registration/Power of Attorney”** by no later than **April 14, 2025, 05:00 p.m. [receipt])**, the chocolate package will automatically be sent by mail to your address. Forms received after this date can no longer be considered due to logistical reasons, **and thus no shipment of the Gift Box will be made.**

- The Gift Boxes will be **dispatched as of April 28, 2025**. Unfortunately, other dates for shipment cannot be offered. Any chocolate packages that are returned **will not be shipped again**. In the case of your absence, please arrange for an alternative receipt of your Gift Box.

- There will be **no shipment by mail to addresses outside 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 May 30, 2025:** Chocoladefabriken Lindt & Sprüngli AG, Share Register, c/o Nimbus AG, Ziegelbrückstrasse 82, 8866 Ziegelbrücke, Switzerland, phone +41 55 617 37 56, fax +41 55 617 37 38, e-mail: lindt@nimbus.ch. Complaints received after this date cannot be considered due to organizational reasons.

Location map Kongresshaus Zurich (KHZ)



Address

Kongresshaus Zurich AG, Claridenstrasse 5, 8002 Zurich, Switzerland

Travel information

We recommend that you use public transportation to get to Kongresshaus Zurich.

Public transportation

From Zurich main station:
Tram line 11 to “Bürkliplatz” (travel time: approx. 5 min.)

From Zurich airport:
S-Bahn to Zurich main station (travel time: approx. 10 min.)
www.sbb.ch

LINDT & SPRÜNGLI

CHOCOLADEFABRIKEN
LINDT & SPRÜNGLI AG
Seestrasse 204 | 8802 Kilchberg
SWITZERLAND

www.lindt-spruengli.com