LINDT & SPRÜNGLI

Articles of association

I. Company name, registered office, duration and purpose

Article 1

Under the corporate name „Chocoladefabriken Lindt & Sprüngli AG“ exists a share company for an indefinite period of time. It commenced business on 15 March 1899 and has its registered office in Kilchberg near Zurich.

Article 2

1 The purpose of the Company is
   a) the acquisition, sale and management of investment interests of all kinds, above all in in-dustry and trade. The Company is investing in particular in other enterprises with a like or similar purpose as those of the business group of Chocoladefabriken Lindt & Sprüngli AG;
   b) the acquisition, management and granting of licenses, patents and other intellectual property rights;
   c) the manufacture and sale of food and luxury foodstuffs, in particular chocolate products.

2 The Company may also make any transactions, which are directly or indirectly connected to the business group of the Company. It may also finance affiliated companies or enter into syndicates or communities of interest, or conclude similar agreements with other enterprises, or acquire, manage and sell real estate.

II. Capital

Article 3

1 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.

2 By resolution of the General Meeting, registered shares may be converted into bearer shares.

3 At the registered office of the Company a shareholder register is maintained for the registered shares in which shareholders’ and usufructuaries’ names, domicile, address and nationality are entered.

4 In dealings with the Company only the shareholder and usufructuary in the shareholder re-gister is acknowledged.

5 The prerequisite for registration is evidence that the transfer of shares is in keeping with formal requirements.

6 The Board of Directors may deny a shareholder full status, if the number of registered shares exceed 4% of the total registered share capital as shown in the Commercial Register.

7 Corporate bodies and partnerships, who are interrelated to one another through capital ownership, through voting rights or uniform management, or who are otherwise linked, as well as natural persons and corporate bodies or partnerships who act in concert in regard to a registration restriction, are treated for the purposes of this provision, as one single shareholder.

8 The Board of Directors is empowered to revoke, with retroactive effect to the date of registration, the approval and registration of a shareholder if the registration has been effected by falsifying information.

9 The Board of Directors may make exceptions to these provisions (Art. 3 par. 5–7) in exceptional situations and issue the respective regulations for the application of Art. 3 par. 3–9.

10 The Company’s registered shares are generally uncertificated securities (within the meaning of the Swiss Code of Obligations, CO) and intermediary-held securities (within the meaning of the Intermediary-Held Securities Act). In this case (where Swiss law is applicable), they may only be transferred pursuant to the provisions of the Intermediary-Held Securities Act. Following his registration in the share register, the shareholder may request the Company to issue a written statement in respect of his registered shares at any time; however, he has no entitlement to the printing and delivery of certificates. In contrast, the company may print and deliver certificates for registered shares (whether for single or for multiple shares, or global certificates) at any time. It may withdraw registered shares issued as intermediary-held securities from the relevant custody system. With the consent of the shareholder, the Company may cancel issued certificates which are returned to the Company without replacement.

11 Contingent on Art. 685d par. 3 CO.

Article 4

1 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.

2 The participation certificates are entitled, in proportion to their par value, to the same portion of the balance sheet proceeds, interim dividends, repayments of the statutory capital reserve and liquidation proceeds of the Company as the registered shares, but they have no voting rights or rights connected therewith.

3 The Company's participation certificates are generally uncertificated securities (within the meaning of the CO) and intermediary-held securities (within the meaning of the Intermediary-Held Securities Act). In this case (where Swiss law is applicable), they may only be transferred pursuant to the provisions of the Intermediary-Held Securities Act. The participant has no entitlement to the printing and delivery of certificates. In contrast, the Company may print and deliver certificates for participation certificates (whether for single or for multiple shares, or global certificates) at any time. It may withdraw participation certificates issued as intermediary-held securities from the relevant custody system. With the consent of the participant, the Company may cancel issued certificates which are returned to the Company without replacement.

Article 4BIS

1 The Company's participation capital will be increased by issuing a maximum of 253'799 fully paid-in bearer participation certificates with a par value of CHF 10 each, for a maximum participation capital of CHF 2'537'990. These participation certificates (employee participation certificates) are reserved for holders of subscription or option rights granted by the Company or its subsidiaries to its employees in accordance with the employee stock option plan.

2 Shareholders and bearers of participation certificates are excluded from subscription rights.

3 The right to exercise the options is limited to 7 years. The exercise of subscription and option rights pursuant to this article, as well as the waiver thereof, may be effected by means of a written declaration to the Company or in another electronic form determined by the Board of Directors.

Article 5

1 An increase or reduction in share or participation capital requires the passing of a resolution by the General Meeting.

2 When increasing the capital, the subscription rights of registered shareholders and participation certificate holders, unless excluded or otherwise provided for by shareholder resolution, are regulated as follows:

a) If only the share capital, but not the participation capital is increased, both shareholders and participation certificate holders have a subscription right in proportion to the total par value of their share and participation certificate holdings.
b) If both the share and the participation capital are increased in the same proportion, the subscription rights of the shareholders relate to the new shares only, those of the participation certificate holders to the new participation certificates only. The subscription rights to registered shares are subject to Art. 3 par. 6.
c) If both the share capital and the participation capital are increased at the same time, but not in proportion to the previous one, an increase in the same proportion as set forth in lit. b) is assumed. Shareholders and participation certificate holders have subscription rights on the excess shares of the respective capital category and in proportion to their total par value share holdings respectively participation certificate holdings.
d) If the participation capital, but not the share capital is increased, both the shareholders and the participation certificate holders have a subscription right in proportion to their total par value of share holdings respectively participation certificate holdings.

3 The subscription rights of the shareholders and participation certificate holders may be annulled by the General Meeting for good reason in accordance with Art. 652b par. 2 CO.

Article 6

The Company is entitled to finance loans by issuing bonds and to raise capital by taking out mortgages.

III. Organization

Article 7

The corporate bodies of the Company are:

A. The General Meeting
B. The Board of Directors
C. The Management
D. The Auditors

A. The General Meeting

Article 8

Every year, at the latest in the month of June, the Annual General Meeting of the shareholders shall be convened.

Article 9

An extraordinary General Meeting may be convened by the Board of Directors as often as it sees fit. The Board of Directors must convene a meeting, if shareholders which hold at least 5 percent of the share capital or the voting rights of the Company so request in writing, stating the agenda items and the motions.

Article 10

1 The Board of Directors or, if necessary, the Auditors, shall call for the General Meeting at least 20 days prior to the meeting date by notice in accordance with article 34.

2 The Board of Directors or another corporate body duly convening the General Meeting shall determine the venue and time of the General Meeting. The Board of Directors may provide that shareholders who do not participate in person at the venue of the General Meeting may exercise their rights by electronic means.

3 The Board of Directors may decide that the General Meeting shall be held by electronic means without a physical venue.

4 The content of the notice shall be governed by the law.

5 The participation certificate holders shall be notified about the General Meeting, including the agenda and proposals, by notice in accordance with article 34 at least 20 days prior to the meeting date. Each participation certificate holder may request that the minutes be made available to such participation certificate holder within 30 days of the General Meeting.

Article 11

The Chairman of the Board or, in his absence, the deputy or another member of the Board of Directors shall preside over the General Meeting. The minutes shall be taken by a secretary appointed by the Chairman of the Board of Directors and shall be signed by the Secretary and the Chairman.

Article 12

1 At the General Meeting each share has one vote.

2 A shareholder may be represented by a third party or by the Independent Proxy. The Board of Directors shall determine the requirements applicable to proxy appointments and voting instructions, whereby it may also authorize the use of electronic proxy appointments without qualified electronic signature. The issuance of blanket instructions for proposals mentioned or not mentioned in the Notice of the General Meeting shall be permitted.

3 When exercising voting rights, no person may accumulate, directly or indirectly through shares held or shares represented, more than 6 % of the votes of the existing share capital. Natural and legal entities that are related to one another by capital or by votes or in a similar way, or who are acting in concert, are deemed to be one person or one shareholder. The Board of Directors or a committee designated by the Board of Directors is empowered to deviate from these restrictions under special circumstances.

4 The restriction of voting rights does not apply to the exercise of voting rights by the inde-pendent proxy (Art. 689c CO), or to shareholders registered at the share register with more than 6 %. The Independent Proxy shall be elected by vote of the General Meeting. His term of office shall end upon the adjournment of the next Annual General Meeting. Re-election is

possible. Where no Independent Proxy has yet been named for the Company, he shall be appointed for the next General Meeting by the Board of Directors.

Article 13

The Board of Directors shall mention in the Notice of the General Meeting the cut-off date by which shareholders must be registered in the share register in order to attend and exercise their voting rights.

Article 14

The General Meeting is the supreme body of the Company and has the following non-transferable powers to:

a) elect the members of the Board of Directors, the Chairman of the Board of Directors, the members of the Compensation Committee, the Independent Proxy, and the Auditor;
b) amend the Articles of Association, including increasing or decreasing the Company's capital;
c) approve the annual report or state of the company report, the annual financial statements, the consolidated financial statements and the report on non-financial matters of the Company;
d) resolve on the distribution of the profits shown on the balance sheet and, in particular determining the dividend and the director's emoluments;
e) resolve on the determination of the interim dividend and the approval of the interim financial statements required for this purpose;
f) resolve on the repayment of the statutory capital reserve;
g) grant discharge to the Board of Directors and the members of the Management;
h) resolve on the delisting of the Company's equity securities;
i) pass a resolution with regard to a merger or the liquidation of the Company, or the appointment or dismissal of liquidators;
j) approve the remuneration to be paid to members of the Board of Directors and of Management pursuant to Art. 15BIS of the Articles of Association;
k) pass a resolution with regard to all other business which by law or these Articles of Association may come before the General Meeting or which are presented to the General Meeting by the Board of Directors.

Article 15

1 The General Meeting is competent to pass a resolution, if it has been convened in accordance with these Articles of Association.

2 Voting and elections are conducted, as a rule, by a show of hands or electronically. If the Chairman orders so or the General Meeting resolves to, voting and elections must be by secret ballot. In a show of hands only the votes not in favor are counted. The General Meeting passes its resolutions, unless the Articles of Association or the law provides otherwise, by a majority of the votes represented.

3 Amendments to the Articles of Association concerning a change in the Company's registered office (Art. 1), the conversion of registered shares into bearer shares (Art. 3 par. 2), the transfer of registered shares (Art. 3 par. 6), the representation of shares at the General Meeting (Art. 12 par. 3), the revision of this provision of the Articles of Association (Art. 15 par. 3) as well as the dissolution (Art. 32) or a merger of the Company require a three-quarter majority of the shares represented.

Article 15BIS

1 The General Meeting shall annually approve the proposals submitted by the Board of Directors concerning the maximum amounts of:
1. remuneration paid to the Board of Directors for the period until the next ordinary General Meeting;
2. remuneration paid to Management for the coming financial year.

2 The Board of Directors may submit to the General Meeting for approval proposals concerning the maximum total amounts or individual components of remuneration for other time intervals, and/or concerning supplementary amounts for special remuneration components, as well as other, conditional proposals. If variable compensation is voted on prospectively, the remuneration report must be submitted to the General Meeting in the subsequent year for an advisory vote.

3 Payment of remuneration may be effected by the Company or by Group companies.

4 The Board of Directors shall make its evaluation concerning remuneration based on the same principles as applied in the remuneration report.

5 The Company or its Group affiliates shall be authorized to make payment to any member of Management who enters the Management during a period for which approval of the remuneration due to the Management has already been given, of a supplementary amount for that period, where the total amount already approved is not sufficient for such remuneration; such supplementary amount shall not exceed 40% of the maximum total amount already approved for the remuneration of Management.

6 Where the General Meeting rejects a proposal by the Board of Directors, the Board of Directors may, among other things submit a new proposal, convene an extraordinary General Meeting, or determine a maximum total amount, or several maximum partial amounts, taking into account all relevant factors, and submit this determination to the next General Meeting for approval. Within the bounds of maximum total or partial amounts so determined, the Company or its Group affiliates may effect payments of remunerations, with the provision that they shall be subject to approval by the General Meeting.

Article 16

1 Shareholders holding together at least 0.5 percent of the share capital or votes in the Company may request that items be included on the agenda. Such a request must be made in writing to the Board of Directors at the latest 60 days before the General Meeting and shall specify the agenda items and the proposals made. The request and proposal must be brought before the General Meeting, together with a recommendation by the Board of Directors. If an explanation is to be included in the meeting invitation, it must be submitted within the same period and be brief, clear and concise.

2 At the General Meeting, proposals that are not on the agenda may be introduced and substantiated; a decision, however, may only be taken at the next upcoming General Meeting when a recommendation by the Board of Directors has been made. Any resolutions which by law do not require prior inclusion on the agenda remain reserved.

B. The Board of Directors

Article 17

The Board of Directors consists of at least five but not more than nine members. If the number of members falls below five, the minimum number does not have to be restored until the next General Meeting.

Article 18

The Company may conclude employment or agency agreements with members of the Board of Directors with a termination notice period of up to the end of the term of office or with a fixed term of no more than the term of office.

Article 19

1 The Chairman and other members of the Board of Directors are elected for a term of one year ending with the adjournment of the next ordinary General Meeting. Re-election is unrestrictedly allowed. Replacement directors assume their predecessor's term of office.

2 If a member resigns or an elected member subsequently refuses the office, the office remains vacant until the next upcoming General Meeting. Where the position of the Chairman is vacant, the Board of Directors shall designate a Chairman from amongst its members, who shall serve until the next election by the General Meeting.

3 The number of activities which members of the Board of Directors and the Management may perform in comparable functions at other companies with an economic purpose outside the Group shall be limited as follows:

1. For members of the Board of Directors, four mandates in listed companies and ten mandates in non-listed companies, and ten mandates in other legal entities, such as foundations and associations, with an economic purpose; and
2. For members of Management – subject to approval by the Board of Directors – two mandates in listed companies and five mandates in non-listed companies, and ten mandates in other legal entities, such as foundations and associations, with an economic purpose.

Where mandates are assumed in different legal entities of one corporate group, or at the behest of one corporate group, these shall be accounted in the aggregate as a single mandate, but may not exceed forty mandates in total. The foregoing limits may be exceeded temporarily, however only by one mandate per category at the most.

Article 20

1 The Board of Directors constitutes itself, subject to the powers vested in the General Meeting.

2 Minutes are kept about the business of the Board of Directors. The Board of Directors appoints a secretary, who need not be a member of the Board.

Article 21

1 The Board of Directors meets as often as necessary, but at minimum four times a year upon invitation by and under the presidency of the Chairman, his deputy, or in the event of their inability to attend, another member of the Board of Directors.

2 The members of the Board of Directors shall be entitled, in addition to reimbursement of their cash outlays, to fixed remuneration not dependent on profits. The Board of Directors may determine that their remuneration shall be paid, in full or in part, in the form of shares or participation certificates. In such case, it shall stipulate the conditions, including the time of the grant and any applicable transfer restrictions. It may stipulate that due to the occurrence of events designated in advance, such as a change in control of the Company, or the termination of an agency agreement, such restrictions may be shortened or cancelled, or that remuneration shall not be due.

Article 22

1 The organization of meetings, including the quorum and the passing of resolutions, shall be governed by the Organizational Regulations.

2 The Chairman also votes, and in the event of a parity vote, the Chairman of the Board of Directors shall have the casting vote.

Article 23

The Board of Directors is empowered to appoint from among its midst, committees and delegates, and to issue organizational regulations, in which in particular the responsibilities of the Board of Directors and those of the Management are defined.

Article 24

1 The Board of Directors has the ultimate responsibility for the Company and oversees the Management. It represents the Company toward the outside and deals with all matters, which are either not by law, by these Articles of Association, or by any other regulation delegated to another body of the Company.

2 The Board of Directors has the following non-transferable and irrevocable duties:

1. to exercise the ultimate control of the Company and giving the necessary directives;
2. to define the organization;
3. to define accountancy, financial controls and financial planning;
4. to appoint and dismiss persons entrusted with the Management and to regulate signatory powers;
5. to exercise the ultimate supervision of the persons entrusted with management, namely with a view toward observance of the laws, the Articles of Association, regulations and directives;
6. to prepare the annual report and the remuneration report, the report on non-financial matters as well as to prepare the General Meeting and to carry out its resolutions;
7. to file a petition for debt moratorium and to notify the Judge in the event of insolvency;
8. all other non-transferable and inalienable duties of the Board of Directors as provided by law.

Article 24BIS

1 The Compensation Committee shall be composed of a maximum of five members of the Board of Directors. The General Meeting shall elect the members of the Compensation Committee individually. Their term of office shall end upon adjournment of the next Annual General Meeting. Re-election is possible. In the event of the premature departure of one or more members, the Board of Directors may appoint from amongst its members substitutes to serve until the adjournment of the next Annual General Meeting.

2 The Compensation Committee shall concern itself with compensation policies, in particular, at the most senior levels of the company. It shall have the tasks, decision-making powers, and authority to present motions, accorded to it by the organizational regulations and the Compensation Committee regulations. In particular, it shall assist the Board of Directors in determining and evaluating the remuneration system and the principles of remuneration, and in preparing the proposals to be presented to the General Meeting for approval of remuneration pursuant to Art. 15bis of the Articles of Association. The

Compensation Committee may submit to the Board of Directors proposals and recommendations in all matters of remuneration.

3 The organizational regulations and the Compensation Committee regulations may assign further tasks to the Compensation Committee.

Article 25
The Board of Directors designates the persons authorized to sign on behalf of the Company and the nature of their signatory powers, whereby only joint signatures may be granted.

C. The Management

Article 26
Management of the Company is under the responsibility of the Management designated by the Board of Directors, and whose powers and obligations are defined in the organizational regulations.

Article 26BIS

1 The Company or its Group affiliates may conclude fixed term or unlimited employment or agency agreements with members of Management. The termination notice period of unlimited agreements or the duration of fixed term agreements shall not exceed twelve months. Renewal is permitted.

2 The agreement of a post-contractual non-competition clause is permitted, provided that it is agreed for a maximum duration of twelve months and that the agreed consideration does not exceed the average of the compensation for the last three financial years. During a garden leave, the variable compensation may be paid pro rata.

3 Remuneration paid to members of Management shall be composed of fixed and variable remuneration components. The fixed remuneration shall comprise a base salary and further remuneration components. In the case of the Chief Executive Officer, a portion of the base salary may be paid in the form of shares, whereby the Board of Directors may stipulate a retention period. The variable remuneration may comprise short-term and long-term remuneration components. The total remuneration shall take into account the position and level of responsibility of the recipient.

4 The short-term remuneration components shall be based upon objective performance values determined in accordance with the results of the Group and/or a business segment, with targets calculated against the market, other companies, or similar benchmarks and/or against individual targets, and of which the achievement is measured, as a rule, over intervals of one year.

5 The long-term remuneration components shall be based on the long-term performance of the Company and shall foresee an appropriate form of profit-sharing for employees. To this end, the Board of Directors may utilize schemes involving shares, participation certificates, or options. Grants shall be made in accordance with the respective position of the employee.

6 The Board of Directors or the Compensation Committee shall set performance values and targets, conditions, and deadlines or retention periods for the exercise of rights, and the conditions for the expiration of the short-term and long-term remuneration components.

7 Remuneration of members of Management may be made in the form of cash, shares, options, comparable instruments or units, or performance in kind in the form of goods or services. The Board of Directors or the Compensation Committee shall stipulate the conditions for grants, the conditions and deadlines for the exercise of rights, and any applicable retention periods or conditions for expiration. It may stipulate that due to the occurrence of events designated in advance, such as a change in control of the Company or the termination of an employment relationship, conditions and deadlines for the exercise of rights, and retention periods, may be shortened or annulled, payment of remuneration due may be made under the assumption of target values being achieved, or remuneration shall not be due.

8 The amount of retirement benefits and pensions paid by the Company or its subsidiaries to members of the Management, not included in the public occupational pension fund or similar plans abroad, must be covered by the most recently approved total remuneration amount or additional remuneration amount foreseen in Art. 15BIS par. 5 above.

D. The auditors

Article 27
The auditors are elected each year at the General Meeting in accordance with the powers and obligations as set forth in Art. 727 ff. CO.

IV. Closing of accounts and profit allocation

Article 28
The books of account and annual accounts are closed each year as of 31 December.

Article 29
Subject to the legal provisions governing the distribution of profits, including, in particular, Art. 671 ff. CO, balance sheet profits shall be available for use at the discretion of the General Meeting. The Board of Directors shall present its proposals to the General Meeting.

Article 30
Dividends, interim dividends and repayments of the statutory capital reserve which are not claimed within five years from maturity date are allocated to the reserves.

Article 31
In addition to the reserves foreseen by statute, additional reserves may be created.

V. Dissolution and liquidation

Article 32
Art. 15 par. 3 above is applicable regarding a resolution for dissolution of the Company.

Article 33
The provisions of the Swiss Code of Obligations are applicable to the liquidation proceedings. The liquidators are empowered to sell the assets of the Company as they see fit.

VI. Publication gazette and notifications

Article 34
The Company's official body of publication is the "Swiss Gazette of Commerce" ("Schweizerisches Handelsamtsblatt"). All notices by the Company to the shareholders and the participation certificate holders may be validly given by publication in the "Swiss Gazette of Commerce". Notices by the Company to the shareholders and the participation certificate holders may instead or additionally also be made by mail, by email or in any other form which the Board of Directors deems appropriate.

VII. Jurisdiction

Article 35
The exclusive place of jurisdiction for all disputes arising out of the corporate relationship shall be Zurich 1.

Kilchberg, June 15, 2026

The German version will remain the only official version.