



**Chocoladefabriken
LINDT & SPRÜNGLI AG**

INVITATION

to the 112th Annual General Meeting

Thursday, 22 April 2010
at 10:00 a.m. (doors open at 8:30 a.m.)

Kongresssaal, Kongresshaus, Entrance K, Claridenstrasse, Zürich

Agenda and Proposals of the Board of Directors

1. Approval of the Annual Report, the Financial Statements of Chocoladefabriken Lindt & Sprüngli AG and the Group Consolidated Financial Statements for the Business Year 2009

The Board of Directors proposes approval.

2. Discharge of the Board of Directors

The Board of Directors proposes discharge from liability of the Members of the Board of Directors for their activities during the business year 2009.

3. Distribution of Net Earnings

The Board of Directors proposes that available net earnings in the amount of CHF 185'133'470 be distributed as follows:

Dividend-bearing shares and participation certificates: CHF 22'832'980 (CHF 22'692'190 in 2008)

- 5 % statutory dividend	CHF	1'141'649*
- 395 % (355 % in 2008) additional dividend	CHF	90'190'271*
- Emoluments to Directors	Fr.	480'000
- Allocations to special reserves	Fr.	73'000'000
- Balance carried forward	Fr.	20'351'550

* Number of registered shares and participation certificates, status as at December 31, 2009: During the period January 1 to April 29, 2010 (date of the dividend distribution), 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.

Approval of this proposal will lead to payment of a gross dividend in the amount of CHF 400.- (CHF 360.- in 2008) per share and CHF 40.- (CHF 36.- in 2008) per participation certificate. Payment will be made with effect from Tuesday, 29 April 2010, subject to 35% withholding tax.

4. Elections

4.1. Board of Directors

The Board of Directors proposes the re-election, for terms of three years, of:

- Dr. Kurt Widmer (current)
- Dr. Rudolf K. Sprüngli (current)

The re-election is held individually.

4.2. Auditor

The Board of Directors proposes the retention of the current auditor of Chocoladefabriken Lindt & Sprüngli AG, PricewaterhouseCoopers AG, Zürich, for a further year.

5. Amendment of Articles of Association

5.1. Increase of the conditional participation capital to a maximum of 150'000 bearer participation certificates to a total of Fr. 6'769'270 and the related amendment of Articles of Association

In order to continue the employee stock option plan, implemented in 1999, the Board of Directors proposes the increase of the Company's conditional participation capital of a maximum of 150'000 bearer participation certificates (employee participation certificates) with a par value of CHF 10.-- to a total of Fr. 6'769'270.-- as well as the amendment of the related Art. 4bis Abs. 1 of the Articles of Association (Amendments are highlighted).

Article 4bis Abs. 1

¹ The Company's participation capital will be increased by issuing a maximum of **676'927** ~~526'927~~ fully paid-in bearer participation certificates with a par value of CHF 10.-- each, for a maximum participation capital of CHF **6'769'270.--** ~~Fr. 5'269'270.--~~. Holders of options and conversion rights granted by either the Company or its subsidiaries in connection with convertible bonds, or option rights, which were granted to shareholders or participants, are entitled to 354'450 of these new participation certificates (capital market participation certificates). The remaining **322'477** ~~172'477~~ 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.

5.2. Further Amendments of Articles of Association

The Board of Directors proposes the amendment of Article 3 par. 9 and par. 10, Article 4 par. 3 (new Paragraph), Article 12 par. 3 and par 4 as well as Article 16 par. 1 of the Articles of Association (amendments are highlighted).

Article 3 par. 9 and par. 10

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 may refrain from printing and delivering certificates. A shareholder may, however, at any time demand the printing and delivery of certificates free of charge. Details are set forth by the Board of Directors in regulations. Registered shares not represented by a certificate respectively the rights thereto, can only be transferred by assignment. Such an assignment must be notified to the Company to be valid. Registered shares not represented by certificate, respectively the rights thereto, may be transferred only with the cooperation of the bank having custody of the shares. Such shares may also be pledged only to the bank whereby notification to the Company is not necessary. These restrictions, as described in this article, are also applicable to the transfer of registered shares not represented by a certificate.~~ **The Company's registered shares are generally uncertificated securities (within the meaning of the Code of Obligations) 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.**

Article 4 par. 3 (new Paragraph)

³ **The Company's participation certificates are generally uncertificated securities (within the meaning of the Code of Obligations) 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 12 par. 3 and par. 4

³ When exercising voting rights, no shareholder may accumulate, directly or indirectly through shares held or shares represented, more than 6% of the votes of the existing share capital. Natural 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 exercising of voting rights by proxy for corporate bodies

designated by the Company (Art. 689c OR), or by independent proxies designated by the Company (Art. 689c OR) or by proxies for depositaries (689d OR) provided they have been authorized by the shareholders by a proxy. **This also applies to shareholders registered at the share register with more than 6 %.**

Article 16 par. 1

¹ ~~Proposals submitted by shareholders in writing at least six weeks before a call to the General Meeting, must be brought before the meeting, together with a recommendation by the Board of Directors. A shareholder who is registered in the share register with at least 2% of the Company's share capital may request that an item be included in the agenda of a General Meeting of Shareholders. 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.~~

Documentation

The 2009 Business Report, including the annual report, the Financial Statements of Chocoladefabriken Lindt & Sprüngli AG, the Group Consolidated Financial Statements and the Reports of the Auditor will be available to the shareholders and holders of participation certificates for inspection at the Company headquarters as of **24 March 2010**. Upon request such documentation will be sent to the shareholders and holders of participation certificates. A copy of the minutes of the 111th Annual General Meeting is also available for review at the Company headquarters.

Admission Cards

Registered Shareholders: Voting rights are held by those in whose name the shares have been entered into the share register by **Friday, 9 April 2010**. These shareholders will receive by mail cards for admission to the Annual General Meeting together with the Annual Report.

Changes in shareholdings: Any purchase/sale of shares subsequent to the receipt of an admission card shall automatically render the latter invalid; it may be exchanged for a corrected admission card prior to the Annual General Meeting at the **Information Desk**. An exchange is only possible if the new shareholder is registered into the share register prior to **Friday, 9 April 2010** (therefore prior to the closing of the share register).

Appointment of Proxy

Every shareholder may appoint another shareholder to represent him. Shareholders who are unable to attend the Annual General Meeting may, not later than **Friday, 9 April 2010**, also appoint their Bank (custodial proxy), the Corporate Proxy, or Dr. Christoph Reinhardt, Attorney-at-Law, Bleicherweg 58, 8027 Zurich (independent proxy, pursuant to art. 689c of the Code of Obligations) to represent them. Unless explicitly instructed otherwise, these proxies shall exercise the voting rights they represent in favour of the proposals made by the Board of Directors. Proxy appointment is to be made by filling out and signing the form on the back of the admission ticket and remitting it to the appointed proxy.

Custodial Proxy

Custodial proxies pursuant to Art. 689d of the Code of Obligations are requested to inform the Company, at the earliest possible opportunity, and in no case later than **Friday, 9 April 2010**, as to the number of shares they represent. The term custodial proxy applies to all institutions subject to the provisions of the Federal Act of 8 November 1934 on Banks and Savings Banks as well as to professional asset managers.

Early Departure from the Annual General Meeting

In order to permit an accurate recording of attendance, those departing from the meeting early are requested to hand in unused voting materials at the exit.

Exercise of Voting Rights

No shareholder may exercise voting rights, whether directly or indirectly, attached to shares held or represented by such shareholder that amount in the aggregate to more than 6% of total voting equity. Both natural persons and legal entities that are linked to each other through equity holdings or voting rights or that are under common control are considered as a single individual, that is, as one shareholder. The Board of Directors or a committee designated by the Board of Directors may, in special cases, allow for exceptions to these restrictions.

Notice to Holders of Participation Certificates

Holders of participation certificates will be notified of the convocation of the Annual General Meeting through announcements in the Swiss Official Gazette of Commerce and in daily newspapers. Resolutions adopted at the Annual General Meeting will be available to shareholders and holders of participation certificates for review beginning on **Friday, 23 April 2010**, at the Company headquarters.

Translation

This is a free translation of the German proposals. The Articles of Association are originally laid down and amended in German only. For the German proposals, which prevail, see the German version of the Notice of the Annual General Shareholders' Meeting.

Kilchberg, 25 March 2009

The Board of Directors