



Chocoladefabriken
LINDT & SPRÜNGLI AG

INVITATION
TO THE 114TH ANNUAL GENERAL MEETING

THURSDAY, 26 APRIL 2012
AT 10:00 A.M. (DOORS OPEN AT 8:30 A.M.)
KONGRESSSAAL, KONGRESSHAUS, ENTRANCE K
CLARIDENSTRASSE, ZURICH

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 OF THE LINDT & SPRÜNGLI GROUP FOR THE BUSINESS YEAR 2011, AUDIT REPORTS CONSIDERED

The Board of Directors proposes approval.

Explanation: With the approval of the Financial Statements of Chocoladefabriken Lindt & Sprüngli AG, the shareholders will simultaneously approve the allocation of free reserves formerly stemming from agio:

- In the amount of CHF 49 021 062 to approved reserves from capital contributions, and
- In the amount of CHF 6 968 450 (accumulated capital expenditure) to not approved reserves from capital contributions in order to allow withholding tax free distributions should the practice of the Swiss Federal Tax Authority change.

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 2011.

3. ALLOCATION OF NET EARNINGS OF CHOCOLADEFABRIKEN LINDT & SPRÜNGLI AG AND DISTRIBUTION OF RESERVES

Explanation: Since January 1, 2011, Swiss tax legislation allows a dividend distribution out of the reserves from capital contributions free of the withholding tax of 35%. For individuals domiciled in Switzerland who hold their shares in their private assets, this dividend is tax-free.

The Board proposes to allocate the respective amount from the capital contributions reserves to free reserves and distribute it as dividend (item 3.2.). Accordingly, the available earnings 2011 are proposed to be carried forward (item 3.1.).

3.1. APPROPRIATION OF THE AVAILABLE EARNINGS OF CHOCOLADEFABRIKEN LINDT & SPRÜNGLI AG

The Board of Directors proposes that the balance of available earnings be appropriated as follows:

	In CHF
Balance brought forward	27 666 693
Profit of the year	139 236 933
Retained Earnings	166 903 626
Transfer to Special Reserve	– 130 000 000
Balance carried forward	36 903 626

3.2. CONVERSION OF RESERVES FROM CAPITAL CONTRIBUTIONS AND DISTRIBUTION OF A DIVIDEND

The Board of Directors proposes to convert the total dividend amount from the approved reserves from capital contributions into free reserves and distribute as dividend CHF 500 per registered share and CHF 50 per participation certificate.

Explanation: Approval of this proposal will lead to a total distribution of dividends in the amount of approx. CHF 116 308 950, corresponding to a dividend of CHF 500 per registered share (previous year gross dividend CHF 450) and CHF 50 per participation certificate (previous year gross dividend CHF 45). The shares and participation certificates will be traded ex-dividend as of April 30, 2012. The dividend will be paid out without deduction of withholding tax on May 4, 2012. The number of registered shares and participation certificates entitled to dividend will be calculated as per the record date (May 3, 2012), as their number can change as a result of exercising of options under the employee share option plan as well as due to the changes in treasury shares. The treasury shares and participation certificates held by the Chocoladefabriken Lindt & Sprüngli AG will not receive a dividend.

4. RE-ELECTION OF TWO MEMBERS OF THE BOARD OF DIRECTORS

4.1 RE-ELECTION OF MS ELISABETH GUERTLER

The Board of Directors proposes the re-election of Ms Elisabeth Guertler for a further term of three years.

4.2 RE-ELECTION OF MR FRANZ PETER OESCH

The Board of Directors proposes the re-election of Mr Franz Peter Oesch for a further term of three years.

5. RE-ELECTION OF AUDITOR

The Board of Directors proposes the re-election of the current auditor, PricewaterhouseCoopers Ltd, Zurich, for the business year 2012.

6. CAPITAL REDUCTION

The Board of Directors proposes the cancellation of 3 300 registered shares and 53 000 participation certificates repurchased under the buy-back programme and reduction of the share capital by CHF 330 000 and of the participation capital by CHF 530 000.

Art. 3 para 1 of the Articles of Association shall be amended as follows:

“The Company’s share capital is CHF 13 670 000, divided into 136 700 registered shares with a par value of CHF 100 each. The registered shares are fully paid in.”

And Art. 4 para 1 of the Articles of Association shall be amended as follows:

“The Company’s participation capital (PC) is CHF 8 731 790, divided into 873 179 bearer participation certificates with a par value of CHF 10 each. The participation certificates are fully paid in.”

In their audit report for the Annual General Meeting, the auditors PwC Ltd confirmed that the claims by creditors are fully covered notwithstanding the proposed capital reduction.

Explanation: The Board of Directors proposes that the shareholders approve the cancellation of 3 300 registered shares and 53 000 participation certificates repurchased under the ongoing share and participation certificate buy-back programme of Chocoladefabriken Lindt & Sprüngli AG launched on April 1, 2011, over the second trading line on the SIX Swiss Exchange which will last until end of December 2012 at the latest.

The capital reduction by cancellation of shares and participation certificates can only be accomplished after threefold publication of the notice to creditors (article 733 of the Swiss Code of Obligations) which will be published in the Swiss Commercial Gazette after the Annual General Meeting. After the two-months waiting period required by law has lapsed, the capital reduction will be effected and registered with the Commercial Register.

DOCUMENTATION The Business Report dated December 31, 2011, consisting of 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 **March 13, 2012** and is available for download at www.lindt.com. Upon request such documentation will be sent to the shareholders and holders of participation certificates.

REGISTRATION REQUIRED/ORDERING OF ANNUAL REPORT *Registered shareholders:* Those shareholders who are registered with voting rights in the register of shareholders as of **April 5, 2012 at 5 p.m.** (deadline according to Art 13 para 2 of the Articles of Association) shall be entitled to attend and vote. Following return of registration application to the register of shareholders these shall receive the admission ticket and voting material (to be sent out from April 16, 2012). The Annual Report will only be sent out if ordered.

APPOINTMENT OF PROXY Every shareholder who is entitled to vote may appoint another shareholder with voting rights to represent him. Shareholders who are unable to attend the Annual General Meeting may also appoint their Bank (Custodial proxy), Chocoladefabriken Lindt & Sprüngli AG as Corporate Proxy, or the independent proxy, Dr. Christoph Reinhardt, Attorney-at-Law, Bleicherweg 58, 8027 Zurich, 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. Powers of attorney with other instructions will be forwarded to the independent proxy. Proxy appointment is made by filling out and signing the registration and proxy form and sending it to the address indicated, in the accompanying envelope.

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 April 26, 2012, at 9 a.m., as to the number of shares they represent. Recognized as custodial proxies are the institutions and professional asset managers subject to the Federal Act on Banks and Saving Banks of December 8, 1934.

EXERCISE OF VOTING RIGHTS In accordance with Art. 12 para. 3 and para. 4 of the Articles of Association, 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. The restriction of voting rights does not apply to the exercise of voting rights through the corporate proxy designated by the Company (Art. 689c of the Code of Obligations), through the independent proxy designated by the Company (Art. 689c of the Code of Obligations) or through the custodial proxy (Art. 689d of the Code of Obligations), to the extent that these are appointed as proxies by shareholders, or to shareholders who are registered in the register of shareholders as holding more than 6%.

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 Commercial Gazette and in daily newspapers. Holders of participation certificates are not entitled to participate in the Annual General Meeting. Resolutions adopted at the Annual General Meeting will be available to shareholders and holders of participation certificates for review beginning on **May 7, 2012**, at the Company headquarters and will be available to download at www.lindt.com.

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

The Board of Directors

