



**Chocoladefabriken  
LINDT & SPRÜNGLI AG**

**RESOLUTIONS - MINUTES**

**of the 111<sup>th</sup> Annual General Meeting**

Thursday, 16 April 2009 at 10:00 a.m.

Kongressaal, Kongresshaus, Claridenstrasse, Zurich

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Mr. Ernst Tanner, Meeting Chair and Chairman of the Board of Directors states that notice of the Annual General Meeting was given in due form and in a timely manner, such that the meeting is properly convened. Note is taken that there are 3'406 shareholders in attendance, representing a total of 94'507 share votes (of which: 68'215 votes represented by the Corporate Proxy, and 9'624 votes represented by the Independent Proxy, Dr. C. Reinhardt, attorney-at-law). This constitutes a quorum representing 67.5% of the shares in circulation.

**Agenda**

**1. Approval of the Annual Report, the Chocoladefabriken Lindt & Sprüngli AG Financial Statements and the Consolidated Financial Statements for the year 2008**

As proposed by the Board of Directors and in cognizance of the Reports of the Statutory Auditors, the Annual General Meeting approves the Annual Report, the 2008 Financial Statements and the 2008 Consolidated Financial Statements.

**2. Discharge of the Board of Directors**

The Annual General Meeting grants discharge to the Board of Directors for the business year 2008. Neither the members of the Board of Directors nor other executive bodies of the company may vote on this agenda item.

**3. Distribution of Net Earnings**

As proposed by the Board of Directors the Annual General Meeting resolves unanimously to distribute available net earnings for 2008, in the amount of CHF 176'857'626.--, as follows:

- 5 % statutory dividend	CHF	1'137'675
- 355 % additional dividend on dividend-bearing share and participation certificate equity in the amount of 22'753'500.--	CHF	80'774'925
- Emoluments to Directors	CHF	480'000
- Allocations to special reserves	CHF	75'000'000
- Balance carried forward	CHF	19'465'026

The gross dividend (5% statutory dividend plus 355% additional dividend = total of 360% dividend-bearing share and participation certificate equity) amounts to CHF 360.-- per share and CHF 36.-- per participation certificate and will be distributed beginning on Tuesday, 21 April 2009, subject to 35% withholding tax.

**4. Elections**

**4.1. Board of Directors**

The term of office of Dr. Franz-Peter Oesch and Dr. Peter F. Baumberger expired at this years Annual General Meeting. The Board of Directors proposed that Dr. Franz-Peter Oesch be re-elected for an additional three-year term of office. As a result of Dr. Peter F. Baumberger's decision not to stand for re-election, the Board of Directors proposed that Dkfm. Elisabeth Gürtler be elected as member of the Board of Directors for a three-year term of office.

As proposed by the Board of Directors the Annual General Meeting resolves to re-elect:

- Dr. Franz-Peter Oesch (currently serving)

and to elect:

- Dkfm. Elisabeth Gürtler (new)

as members of the Board of Directors for a three-year term of office.

#### *4.2. Statutory Auditors*

The Annual General Meeting extends the appointment of:

- PriceWaterhouseCoopers AG, Zurich (currently serving)

as Statutory Auditors for a further year.

### **5. Translation**

This is a free translation of the German minutes. For the binding resolutions, see the German version of the minutes.

Kilchberg, 16 April 2009

Meeting Chair:  
Ernst Tanner  
Chairman of the Board of Directors

Minutes:  
Sylvia Kälin