



**Chocoladefabriken
LINDT & SPRÜNGLI AG**

RESOLUTIONS - MINUTES¹

of the 115th Annual General Meeting

Thursday, 18 April 2013 at 10:00 a.m.

Kongresshaus, Claridenstrasse, Zurich

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 3'169 shareholders and representatives in attendance, representing a total of 99'828 votes (of which: 58'318 votes represented by the corporate proxy, 25'809 votes represented by the independent proxy, Dr. Christoph Reinhardt, attorney-at-law, 0 votes represented by the Custodial Proxy). This constitutes a quorum representing 73.03% of the registered shares. The absolute majority of votes represented is 49'915 votes.

Agenda

1. Approval of the Annual Report and the Financial Statements of Chocoladefabriken Lindt & Sprüngli AG as well as the Consolidated Financial Statements of Lindt & Sprüngli Group for the business year 2012, acknowledging the audit reports

As proposed by the Board of Directors, acknowledging the reports of the auditors, the Annual General Meeting approves the Annual Report and the Financial Statements as well as the Consolidated Financial Statements 2012.

Result of the vote: Approval with large majority	Votes against	Abstentions
<i>Attendees, corporate proxy, custodial proxy</i>	<i>singular</i>	<i>singular</i>
<i>Independent proxy</i>	157	168

2. Discharge of the Board of Directors

The Annual General Meeting grants discharge to the Board of Directors for the business year 2012.

Result of the vote: Approval with large majority	Votes against	Abstentions
<i>Attendees, corporate proxy, custodial proxy</i>	<i>singular</i>	<i>singular</i>
<i>Independent proxy</i>	4'368	310

3. Allocation of Net Earnings of Chocoladefabriken Lindt & Sprüngli AG and Distribution of Reserves

As proposed by the Board of Directors the Annual General Meeting resolves to distribute the available earnings as follows:

Balance brought forward	36'905'468	CHF
Profit of the year	159'379'476	CHF
Retained Earnings	196'284'944	CHF
5% Statutory Dividend	-1'130'744	CHF
35% additional Dividend	-7'915'208	CHF
Transfer to Special Reserve	-150'000'000	CHF
Balance carried forward	= 37'238'992	CHF

¹ This document constitutes a free translation of the resolution minutes in German language which shall always prevail.

Result of the vote: Approval with large majority	Votes against	Abstentions
Attendees, corporate proxy, custodial proxy	singular	singular
Independent proxy	49	252

As proposed by the Board of Directors the Annual General Meeting resolves furthermore to allocate the required amount for the dividend distribution in the amount of CHF 40 per registered share respectively CHF 4 per participation certificate from the balance sheet profit (Agenda 3.1) and in the amount of CHF 535 per registered share respectively CHF 53.50 per participation certificate by requalification of capital contributions reserves into the free reserves and distribution of the dividend therefrom (Agenda 3.2) and herewith a total distribution in the amount of CHF 575 per registered share and CHF 57.50 per participation certificate. The dividend according to Agenda 3.2 will be paid out without deduction of withholding tax and the dividend according to Agenda 3.1 will be paid out with deduction of withholding tax on Thursday, 25 April 2013.

Result of the vote: Approval with large majority	Votes against	Abstentions
Attendees, corporate proxy, custodial proxy	singular	singular
Independent proxy	63	288

4. Re-elections to the Board of Directors

The terms of office of both Mr Kurt Widmer and Mr Rudolf K. Sprüngli as members of the Board of Directors expired at this year's Annual General Meeting. Both are standing for re-election.

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

- Mr Kurt Widmer for a further period of one year (current)

Result of the election: Election with large majority	Votes against	Abstentions
Attendees, corporate proxy, custodial proxy	singular	singular
Independent proxy	15'983	346

and:

- Mr Rudolf K. Sprüngli for a further period of three years (current)

Result of the election: Election with large majority	Votes against	Abstentions
Attendees, corporate proxy, custodial proxy	singular	singular
Independent proxy	12'353	284

5. Re-election of the Auditors

The Annual General Meeting re-elects as auditors for the business year 2013:

- PricewaterhouseCoopers Ltd, Zurich (current)

Result of the election: Election with large majority	Votes against	Abstentions
Attendees, corporate proxy, custodial proxy	singular	singular
Independent proxy	779	266

6. Capital Reduction

As proposed by the Board of Directors, the Annual General Meeting resolves to cancel 589 registered shares and 22'253 participation certificates repurchased under the buy-back programme and to reduce the share capital by CHF 58'900 and the participation capital by CHF 222'530.

The Statutes are amended as follows:

Art. 3 para 1: „The Company's share capital is CHF 13'611'100, divided into 136'111 registered shares with a par value of CHF 100 each. The registered shares are fully paid in.“

Art. 4 para 1: „The Company's participation capital (PC) is CHF 8'722'350, divided into 872'235 bearer participation certificates with a par value of CHF 10 each. The participation certificates are fully paid in.“

The auditors PwC Ltd confirmed that the claims by creditors are fully covered notwithstanding the proposed capital reduction.

Result of the election: Approval with large majority	Votes against	Abstentions
<i>Attendees, corporate proxy, custodial proxy</i>	<i>singular</i>	<i>singular</i>
<i>Independent proxy</i>	298	632

The Annual General Meeting was declared closed at 11:57 am.

Kilchberg, 18 April 2013

Meeting Chair:

Minutes:

Ernst Tanner
Chairman of the Board of Directors

Ines Pöschel