



**Chocoladefabriken
LINDT & SPRÜNGLI AG**

RESOLUTIONS - MINUTES¹

of the 118th Annual General Meeting

Thursday, 21st April 2016 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 2'758 shareholders and representatives in attendance, representing a total of 94'679 votes (of which 52'254 votes represented by the independent proxy, Dr. Christoph Reinhardt, attorney-at-law). This constitutes a quorum representing 82 % of the registered shares with voting rights. Resolutions are passed by an absolute majority of the votes cast not including abstentions, unless the Articles of Association or the law provides another quorum.

Agenda

- 1. Approval of the Financial Statements of Chocoladefabriken Lindt & Sprüngli AG as well as the Consolidated Financial Statements of Lindt & Sprüngli Group for the financial year 2015, acknowledging the audit reports**

As proposed by the Board of Directors, acknowledging the reports of the auditors, the Annual General Meeting approves the Financial Statements as well as the Consolidated Financial Statements 2015.

Result of the vote: Approval with 99.8 % YES – votes

- 2. Non-binding advisory vote on the Compensation Report for the financial year 2015**

As proposed by the Board of Directors, the Annual General Meeting approves the Compensation Report for the financial year 2015 in a non-binding advisory vote.

Result of the vote: Approval with 89.5 % YES – votes

- 3. Discharge of the Board of Directors, the Group Management and the Extended Group Management**

The Annual General Meeting grants discharge to the Board of Directors and the Group Management as well as to the Extended Group Management for the financial year 2015.

Result of the vote: Approval with 99.6 % YES – votes

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

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

4.1. As proposed by the Board of Directors the Annual General Meeting resolves to distribute the available earnings as follows, what results in particular in the distribution of a dividend out of the balance sheet profit 2015 in the amount of CHF 400 per registered share and CHF 40 per participation certificate:

Balance brought forward	35'117'871	CHF
Profit of the year	211'766'388	CHF
Other	914'218	CHF
Retained Earnings	247'798'477	CHF
400% Dividend	- 93'974'200	CHF
Transfer to Special Reserve	-120'000'000	CHF
Balance carried forward	= 33'824'277	CHF

Result of the vote: Approval with 99.9 % YES – votes

4.2. As proposed by the Board of Directors the Annual General Meeting resolves furthermore to allocate reserves in the amount of CHF 93'974'200 from the approved reserves from capital contributions to free reserves and to distribute from these free reserves a dividend in the amount of CHF 400 per registered share and CHF 40 per participation certificate.

This results in a total distribution in the amount of CHF 800 per registered share and CHF 80 per participation certificate. The dividend according to Agenda 4.2 will be paid out without deduction of withholding tax and the dividend according to Agenda 4.1 will be paid out with deduction of withholding tax on 27 April 2016.

Result of the vote: Approval with 99.8 % YES – votes

5. Re-elections of the Chairman and the members of the Board of Directors as well as election of a new member

As proposed by the Board of Directors, the Annual General Meeting re-elects the Chairman and all members of the Board of Directors and elects a new member, each for a term ending with the closure of the next Annual General Meeting, as follows:

5.1. Mr Ernst Tanner (as member and as Chairman in the same vote)

Result of the election: Election with 89.5 % YES - votes

5.2. Mr Antonio Bulgheroni

Result of the election: Election with 85.7 % YES - votes

5.3. Dr. Rudolf K. Sprüngli

Result of the election: Election with 87.0 % YES - votes

5.4. Dkfm. Elisabeth Gürtler

Result of the election: Election with 99.5 % YES - votes

5.5. Ms Petra Schadeberg-Herrmann
Result of the election: Election with 90.9 % YES - votes

5.6. Dr. Thomas Rinderknecht
Result of the election: Election with 98.7 % YES - votes

6. Re-elections of the members of the Compensation & Nomination Committee

As proposed by the Board of Directors, the Annual General Meeting re-elects all members of the Compensation & Nomination Committee, each for a term ending with the closure of the next Annual General Meeting, as follows:

6.1. Dr. Rudolf K. Sprüngli
Result of the election: Election with 86.9 % YES - votes

6.2. Mr Antonio Bulgheroni
Result of the election: Election with 84.1 % YES - votes

6.3. Dkfm. Elisabeth Gürtler
Result of the election: Election with 98.9 % YES - votes

7. Election of new independent proxy

As proposed by the Board of Directors, the Annual General Meeting elects Dr. Patrick Schleiffer, attorney-at-law, Lenz & Staehelin, as independent proxy for a term ending with the closure of the next Annual General Meeting.

Result of the election: Election with 99.8 % YES - votes

8. Re-election of the auditors

As proposed by the Board of Directors, the Annual General Meeting re-elects PricewaterhouseCoopers Ltd. as auditor for the financial year 2016.

Result of the election: Election with 99.3 % YES - votes

9. Vote on the total amount of compensation paid to the members of the Board of Directors, the Group Management and the Extended Group Management

9.1. As proposed by the Board of Directors, the Annual General Meeting approves a maximum total amount of compensation paid to the members of the Board of Directors of CHF 1.1 Mio. for the period from the ordinary General Meeting 2016 until the ordinary General Meeting 2017.

Result of the vote: **Approval with 97.3 % YES – votes**

9.2. As proposed by the Board of Directors, the Annual General Meeting approves a maximum total amount of compensation paid to the members of the Group Management and the Extended Group Management of CHF 28 Mio. for the financial year 2017. The total amount of compensation includes a maximum of 50 registered shares of Chocoladefabriken Lindt & Sprüngli AG to the Chief Executive Officer (CEO) at a reference rate on 3 March 2016 of CHF 68 350 per registered share.

Result of the vote: **Approval with 94.0 % YES – votes**

The Annual General Meeting was declared closed at 11.50 am. The next Annual General Meeting will take place on Thursday, 20 April 2017.

Zurich, 21st April 2016

Meeting Chair:



Ernst Tanner
Chairman of the Board of Directors

Minutes:



Karin Friedli