



**Chocoladefabriken
LINDT & SPRÜNGLI AG**

RESOLUTIONS - MINUTES¹

of the 113th Annual General Meeting

Thursday, 28 April 2011 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 3'510 shareholders in attendance, representing a total of 94'997 votes (of which: 30'093 votes represented by the corporate proxy, 19'257 votes represented by the independent proxy, Dr. C. Reinhardt, attorney-at-law, 0 votes represented by the Custodial Proxy). This constitutes a quorum representing 67.9% of the registered shares.

Agenda

- 1. Approval of the Annual Report and the Financial Statement of Chocoladefabriken Lindt & Sprüngli AG as well as the Consolidated Financial Statements of Lindt & Sprüngli Group for the year 2010, acknowledging the reports of the auditors**

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 2010.

Result of the vote:	Votes against	Abstentions
<i>Attendees, corporate proxy, custodial proxy</i>	0	0
<i>Independent proxy</i>	112	148

- 2. Discharge of the Board of Directors**

The Annual General Meeting grants discharge to the Board of Directors for the business year 2010.

Result of the vote:	Votes against	Abstentions
<i>Attendees, corporate proxy, custodial proxy</i>	0	0
<i>Independent proxy</i>	179	231

- 3. Distribution of Available Earnings**

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

Share and participation capital entitled to dividends: CHF 23'115'140.-		
Available Earnings	178'570'306	CHF
5 % statutory dividend	- 1'155'757	CHF
395 % additional dividend	- 102'862'373	CHF
Emoluments to Directors	- 480'000	CHF
Expired dividends	+ 485	CHF
Allocation to special reserves	- 47'000'000	CHF
Balance carried forward	= 27'072'661	CHF

The gross dividend (5% statutory dividend plus 445% additional dividend = total of 450% share and participation capital entitled to dividends) amounts to CHF 450 per share and CHF 45 per participation certificate and will be distributed beginning on Thursday, 5 May 2011, subject to 35% withholding tax.

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

Result of the vote:	Votes against	Abstentions
Attendees, corporate proxy, custodial proxy	A few	0
Independent proxy	32	250

4. Reelection of two members of the Board of Directors

The terms of office of both Mr. Antonio Bulgheroni and Mr. Ernst Tanner 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 for a further period of three years:

- Mr. Antonio Bulgheroni (current)

Result of the election:	Votes against	Abstentions
Attendees, corporate proxy, custodial proxy	A few	A few
Independent proxy	8'776	346

and:

- Mr. Ernst Tanner (current)

Result of the election:	Votes against	Abstentions
Attendees, corporate proxy, custodial proxy	A few	A few
Independent proxy	4'311	1'946

5. Reelection of the Auditors

The Annual General Meeting reelects as auditors for the business year 2011:

- PricewaterhouseCoopers Ltd., Zurich (current).

Result of the election:	Votes against	Abstentions
Attendees, corporate proxy, custodial proxy	0	0
Independent proxy	102	241

The Annual General Meeting was declared closed at 12:00 noon.

Kilchberg, 3 May 2011

Meeting Chair
Ernst Tanner
Chairman of the Board of Directors

Minutes:
Ines Pöschel