



**Chocoladefabriken  
LINDT & SPRÜNGLI AG**

**RESOLUTIONS - MINUTES<sup>1</sup>**

**of the 114<sup>th</sup> Annual General Meeting**

Thursday, 26 April 2012 at 10:00 a.m.

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 3'287 shareholders in attendance, representing a total of 97'180 votes (of which: 30'903 votes represented by the corporate proxy, 24'168 votes represented by the independent proxy, Dr. Christoph Reinhardt, attorney-at-law, 0 votes represented by the Custodial Proxy). This constitutes a quorum representing 69.41% 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 2011, 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 2011.

<b>Result of the vote: Approval with vast majority</b>	<b>Votes against</b>	<b>Abstentions</b>
<i>Attendees, corporate proxy, custodial proxy</i>	0	2
<i>Independent proxy</i>	224	123

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

The Annual General Meeting grants discharge to the Board of Directors for the business year 2011.

<b>Result of the vote: Approval with vast majority</b>	<b>Votes against</b>	<b>Abstentions</b>
<i>Attendees, corporate proxy, custodial proxy</i>	0	0
<i>Independent proxy</i>	195	202

**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	27'666'693	CHF
Profit of the year	139'236'933	CHF
Retained Earnings	166'903'626	CHF
Allocation to special reserves	- 130'000'000	CHF
Balance carried forward	= 36'903'626	CHF

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

<b>Result of the vote: Approval with vast majority</b>	<b>Votes against</b>	<b>Abstentions</b>
<i>Attendees, corporate proxy, custodial proxy</i>	2	2
<i>Independent proxy</i>	28	187

As proposed by the Board of Directors the Annual General Meeting resolves furthermore to convert the total dividend amount from the approved reserves from capital contributions into free reserves and to distribute thereof a dividend of CHF 500 per registered share and CHF 50 per participation certificate. The dividend will be paid out without deduction of withholding tax on May 4, 2012.

<b>Result of the vote: Approval with vast majority</b>	<b>Votes against</b>	<b>Abstentions</b>
<i>Attendees, corporate proxy, custodial proxy</i>	3	3
<i>Independent proxy</i>	46	230

#### 4. Reelection of two members of the Board of Directors

The terms of office of both Ms Elisabeth Gürtler and Mr. Franz Peter Oesch 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:

- Ms Elisabeth Gürtler (current)

<b>Result of the election: Election with vast majority</b>	<b>Votes against</b>	<b>Abstentions</b>
<i>Attendees, corporate proxy, custodial proxy</i>	12	0
<i>Independent proxy</i>	138	305

and:

- Mr. Franz Peter Oesch (current)

<b>Result of the election: Election with vast majority</b>	<b>Votes against</b>	<b>Abstentions</b>
<i>Attendees, corporate proxy, custodial proxy</i>	1	few
<i>Independent proxy</i>	10'761	324

#### 5. Re-election of the Auditors

The Annual General Meeting re-elects as auditors for the business year 2012:

- PricewaterhouseCoopers Ltd., Zurich (current)

<b>Result of the election: Election with vast majority</b>	<b>Votes against</b>	<b>Abstentions</b>
<i>Attendees, corporate proxy, custodial proxy</i>	very few	very few
<i>Independent proxy</i>	147	246

#### 6. Capital Reduction

As proposed by the Board of Directors, the Annual General Meeting resolves to cancel 3'300 registered shares and 53'000 participation certificates repurchased under the buy-back programme and to reduce the share capital by CHF 330'000 and the participation capital by CHF 530'000.

The Statutes are amended as follows:

Art. 3 para 1: „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.“

Art. 4 para 1: „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.“

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

<b>Result of the election: Approval with vast majority</b>	<b>Votes against</b>	<b>Abstentions</b>
<i>Attendees, corporate proxy, custodial proxy</i>	2	2
<i>Independent proxy</i>	243	458

The Annual General Meeting was declared closed at 11:50 am.

Kilchberg, 27 April 2012

Meeting Chair:  
Ernst Tanner  
Chairman of the Board of Directors

Minutes:  
Ines Pöschel