



**Chocoladefabriken
LINDT & SPRÜNGLI AG**

INVITATION

to the 111th Annual General Meeting

Thursday, 16 April 2009
at 10:00 a.m. (doors open at 8:30 a.m.)

Kongresssaal, Kongresshaus, Entrance K, Claridenstrasse, Zürich

Agenda and Proposals of the Board of Directors

1. Approval of the Annual Report, the Financial Statements of Chocoladefabriken Lindt & Sprüngli AG and the Group Consolidated Financial Statements for the Business Year 2008

The Board of Directors proposes approval.

2. Discharge of the Board of Directors

The Board of Directors proposes discharge from liability of the Members of the Board of Directors for their activities during the business year 2008.

3. Distribution of Net Earnings

The Board of Directors proposes that available net earnings in the amount of CHF 176'857'626 be distributed as follows:

Dividend-bearing shares and participation certificates: CHF 22'692'190 (CHF 22'427'170 in 2007)

- 5 % statutory dividend	CHF	1'134'610*
- 355 % (325 % in 2007) additional dividend	CHF	80'557'275*
- Emoluments to Directors	Fr.	480'000
- Allocations to special reserves	Fr.	75'000'000
- Balance carried forward	Fr.	19'685'741

* Number of shares and participation certificates, as of 31 December 2008: the number of dividend-bearing participation certificates is subject to change over the period from 1 January 2009 to 21 April 2009 (dividend distribution date), due to the exercise of options granted through the employee stock option plan.

Approval of this proposal will lead to payment of a gross dividend in the amount of CHF 360.- (CHF 330.- in 2007) per share and CHF 36.- (CHF 33.- in 2007) per participation certificate. Payment will be made with effect from 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 expires at the 2009 Annual General Meeting. The Board of Directors proposes 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 proposes that Dkfm. Elisabeth Gürtler be elected as member of the Board of Directors for a three-year term of office.

4.2. Auditor

The Board of Directors proposes the retention of the current auditor of Chocoladefabriken Lindt & Sprüngli AG, PricewaterhouseCoopers AG, Zürich, for a further year.

Documentation

The 2008 Business Report, including the annual report, the Financial Statements of Chocoladefabriken Lindt & Sprüngli AG, the Group Consolidated Financial Statements and the Reports of the Auditor will be available to the shareholders and holders of participation certificates for inspection at the Company headquarters as of 25 March 2009.

Upon request such documentation will be sent to the shareholders and holders of participation certificates. A copy of the minutes of the 110th Annual General Meeting is also available for review at the Company headquarters.

Admission Cards

Registered Shareholders: Voting rights are held by those in whose name the shares have been entered into the share register by **Monday, 6 April 2009**. These shareholders will receive by mail cards for admission to the Annual General Meeting together with the Annual Report.

Changes in holdings: Any purchase/sale of shares subsequent to the receipt of an admission card shall automatically render the latter invalid; it may be exchanged for a corrected admission card prior to the Annual General Meeting at the **Information Desk**. An exchange is only possible if the new shareholder is registered into the share register prior to Monday, 6 April 2009 (therefore prior to the closing of the share register).

Appointment of Proxy

Every shareholder may appoint another shareholder to represent him. Shareholders who are unable to attend the Annual General Meeting may, not later than **Monday, 6 April 2009**, also appoint their Bank (custodial proxy), the Corporate Proxy, or Dr. Christoph Reinhardt, Attorney-at-Law, Bleicherweg 58, 8027 Zurich (independent proxy, pursuant to art. 689c of the Code of Obligations) to represent them. Unless explicitly instructed otherwise, these proxies shall exercise the voting rights they represent in favour of the proposals made by the Board of Directors. Proxy appointment is to be made by filling out and signing the form on the back of the admission ticket and remitting it to the appointed proxy.

Custodial Proxy

Custodial proxies pursuant to Art. 689d of the Code of Obligations are requested to inform the Company, at the earliest possible opportunity, and in no case later than **Monday, 6 April 2009**, as to the number of shares they represent. The term custodial proxy applies to all institutions subject to the provisions of the Federal Act of 8 November 1934 on Banks and Savings Banks as well as to professional asset managers.

Early Departure from the Annual General Meeting

In order to permit an accurate recording of attendance, those departing from the meeting early are requested to hand in unused voting materials at the exit.

Exercise of Voting Rights

No shareholder may exercise voting rights, whether directly or indirectly, attached to shares held or represented by such shareholder that amount in the aggregate to more than 6% of total voting equity. Both natural persons and legal entities that are linked to each other through equity holdings or voting rights or that are under common control are considered as a single individual, that is, as one shareholder. The Board of Directors or a committee designated by the Board of Directors may, in special cases, allow for exceptions to these restrictions.

Notice to Holders of Participation Certificates

Holders of participation certificates will be notified of the convocation of the Annual General Meeting through announcements in the Swiss Official Gazette of Commerce and in daily newspapers. Resolutions adopted at the Annual General Meeting will be available to shareholders and holders of participation certificates for review beginning on Friday, 17 April 2009, at the Company headquarters.

Translation

This is a free translation of the German proposals. The Articles of Association are originally laid down and amended in German only. For the German proposals, which prevail, see the German version of the Notice of the Annual General Shareholders' Meeting.

Kilchberg, 25 March 2009

The Board of Directors