



Chocoladefabriken  
**LINDT & SPRÜNGLI AG**

## INVITATION TO THE 115<sup>TH</sup> ANNUAL GENERAL MEETING

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**THURSDAY, 18 APRIL 2013**  
AT 10:00 A.M. (DOORS OPEN AT 8:30 A.M.)  
KONGRESSAAL, 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 OF THE LINDT & SPRÜNGLI GROUP FOR THE BUSINESS YEAR 2012, ACKNOWLEDGING THE AUDIT REPORTS**

The Board of Directors proposes approval.

#### **2. DISCHARGE OF THE BOARD OF DIRECTORS**

The Board of Directors proposes discharge of the Members of the Board of Directors for the business year 2012.

#### **3. ALLOCATION OF NET EARNINGS OF CHOCOLADEFABRIKEN LINDT & SPRÜNGLI AG AND DISTRIBUTION OF RESERVES**

*Explanation:* Since 1 January 2011, Swiss tax legislation allows a dividend distribution out of the reserves from capital contributions free of the withholding tax of 35%. For individuals domiciled in Switzerland who hold their shares in their private assets, this dividend is tax-free. The Board of Directors would like to make use of this and thus proposes to release capital contributions reserves extensively and to distribute an additional amount out of the balance sheet profit. The proposed gross amount of the total dividend is CHF 575 pre-tax per registered share (previous year CHF 500) and CHF 57.50 per participation certificate (previous year CHF 50).

The Board of Directors proposes 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.).

Approval of both of these proposals will lead to a total distribution in the amount of approx. CHF 130 035 560. The ex-date is Monday, 22 April 2013. The dividend according to subparagraph 3.2. will be paid out without deduction of withholding tax and the dividend according to subparagraph 3.1. with deduction of withholding tax on Thursday, 25 April 2013. The number of registered shares and participation certificates entitled to dividend will be calculated as per the record date (Wednesday, 24 April 2013), as their number can change as a result of exercising of options under the employee share option plan as well as due to the changes in treasury shares. The treasury shares and participation certificates held by the Chocoladefabriken Lindt & Sprüngli AG will not receive a dividend.

### 3.1. APPROPRIATION OF THE AVAILABLE EARNINGS OF CHOCOLAFABRIKEN LINDT & SPRÜNGLI AG

The Board of Directors proposes that the balance of available earnings be appropriated as follows:

	<b>In CHF</b>
Balance brought forward	36 905 468
Profit of the year	159 379 476
<b>Retained Earnings</b>	<b>196 284 944</b>
Share and participation certificate capital of CHF 22 614 880 per 31 December 2012 <sup>2)</sup> (previous year CHF 23 261 790)	
5% Statutory Dividend	-1 130 744
35% additional Dividend	- 7 915 208
Transfer to Special Reserve	-150 000 000
<b>Balance carried forward</b>	<b>37 238 992</b>

2) Amount of shares and participation certificates: Status 31 December 2012. The share and participation certificate capital can change as a result of exercising of options in the period from 1 January until the Record Date 24 April 2013 and the treasury shares and participation certificates held by the Chocoladefabriken Lindt & Sprüngli AG at this date.

#### DIVIDEND

For the year 2012, the Board of Directors therefore proposes a total distribution of CHF 575 per registered share and CHF 57.50 per participation certificate. The distribution consists of a distribution from approved reserves from capital contributions (Agió) of CHF 535 per registered share and CHF 5.35 per participation certificate and from the net earnings 2012 of CHF 40 per registered share and CHF 4 per participation certificate respectively.,

#### 3.2. CONVERSION OF RESERVES FROM CAPITAL CONTRIBUTIONS AND DISTRIBUTION OF A DIVIDEND

The Board of Directors proposes further to allocate reserves in the amount of CHF 120 989 608 from the approved reserves from capital contributions to free reserves and to distribute from these free reserves a dividend in the amount of CHF 535 per registered share and CHF 53.50 per participation certificate.

### 4. RE-ELECTIONS TO THE BOARD OF DIRECTORS

#### 4.1. RE-ELECTION OF MR KURT WIDMER

The Board of Directors proposes the re-election of Mr Kurt Widmer for a further term of one year.

#### 4.2. RE-ELECTION OF MR RUDOLF K. SPRÜNGLI

The Board of Directors proposes the re-election of Mr Rudolf K. Sprüngli for a further term of three years.

### 5. RE-ELECTION OF THE AUDITORS

The Board of Directors proposes the re-election of PricewaterhouseCoopers Ltd, Zurich, as auditor for the business year 2013.

### 6. CAPITAL REDUCTION

The Board of Directors proposes the cancellation of 589 registered shares and 22 253 participation certificates repurchased under the buy-back programme and reduction of the share capital by CHF 58 900 and of the participation capital by CHF 222 530.

Art. 3 para 1 of the Articles of Association shall be amended as follows:

„The Company’s share capital is CHF 13 611 100 and is divided into 136 111 registered shares with a par value of CHF 100 each. The registered shares are fully paid in.“

And Art. 4 para 1 of the Articles of Association shall be amended as follows:

„The Company’s participation capital (PC) is CHF 8 722 350 and is divided into 872 253 bearer participation certificates with a par value of CHF 10 each. The participation certificates are fully paid in.“

In their audit report for the Annual General Meeting, the auditors PricewaterhouseCoopers Ltd confirm that the claims by creditors are fully covered notwithstanding the proposed capital reduction.

*Explanation:* The Board of Directors proposes that the shareholders approve the cancellation of 589 registered shares and

22 253 participation certificates repurchased under the share and participation certificate buy-back programme of Chocoladefabriken Lindt & Sprüngli AG launched on 1 April 2011 over the second trading line on SIX Swiss Exchange and completed on 20 December 2012. The capital reduction by cancellation of shares and participation certificates can only be accomplished after threefold publication of the notice to creditors (article 733 of the Swiss Code of Obligations) which will be published in the Swiss Commercial Gazette after the Annual General Meeting. After the two-months waiting period required by law has lapsed, the capital reduction will be effected and registered with the Commercial Register.

**DOCUMENTATION** The Business Report dated 31 December 2012 consisting of 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 **27 March 2013** and are available to download at [www.lindt.com](http://www.lindt.com). Upon request such documentation will be sent to the shareholders and holders of participation certificates.

**REGISTRATION REQUIRED / ORDERING OF ANNUAL REPORT** *Registered shareholders:* Those shareholders who are registered with voting rights in the register of shareholders as of **28 March 2013 at 5:00 p.m.** (deadline according to Art 13 para 2 of the Articles of Association) shall be entitled to attend and vote. Following return of registration application to the register of shareholders these shall receive the admission ticket and voting material (to be sent out from 8 April 2013). The Annual Report will only be sent out if ordered.

**APPOINTMENT OF PROXY** Every shareholder who is entitled to vote may appoint another shareholder with voting rights to represent him. Shareholders who are unable to attend the Annual General Meeting may also appoint their Bank (Custodial proxy), Chocoladefabriken Lindt & Sprüngli AG as Corporate Proxy, or the independent proxy, Dr. Christoph Reinhardt, Attorney-at-Law, Bleicherweg 58, 8027 Zurich, 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. Powers of attorney with other instructions will be forwarded to the independent proxy. Proxy appointment is made by filling out and signing the registration and proxy form and sending it to the address indicated, in the accompanying envelope.

**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 18 April 2013, at 9:00 a.m., as to the number of shares they represent. Recognized as custodial proxies are the institutions and professional asset managers subject to the Federal Act on Banks and Saving Banks of 8 December 1934.

**EXERCISE OF VOTING RIGHTS** In accordance with Art. 12 para. 3 and para. 4 of the Articles of Association, 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. The restriction of voting rights does not apply to the exercise of voting rights through the corporate proxy designated by the Company (Art. 689c of the Code of Obligations), through the independent proxy designated by the Company (Art. 689c of the Code of Obligations) or through the custodial proxy (Art. 689d of the Code of Obligations), to the extent that these are appointed as proxies by shareholders, or to shareholders who are registered in the register of shareholders as holding more than 6%.

**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 Commercial Gazette and in daily newspapers. Holders of participation certificates are not entitled to participate in the Annual General Meeting. Resolutions adopted at the Annual General Meeting will be available to shareholders and holders of participation certificates for review beginning on **26 April 2013**, at the Company headquarters and will be available to download at [www.lindt.com](http://www.lindt.com).

**TRANSLATION** This is a free translation of the German invitation. The Articles of Association are originally laid down and amended in German only. For the German invitation which prevails, see the German version of the Notice of the Annual General Meeting.

The Board of Directors