



Chocoladefabriken
LINDT & SPRÜNGLI AG

INVITATION TO THE 113TH ANNUAL GENERAL MEETING

THURSDAY, 28 APRIL 2011
AT 10:00 A.M. (DOORS OPEN AT 8:30 A.M.)
KONGRESSAAL, KONGRESSHAUS, ENTRANCE K
CLARIDENSTRASSE, ZURICH

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 2010, AUDIT REPORTS CONSIDERED

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 2010.

3. DISTRIBUTION OF NET EARNINGS OF CHOCOLADEFABRIKEN LINDT & SPRÜNGLI AG

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

	CHF
Net earnings	178 570 306
Dividend-bearing shares and participation certificates: CHF 23 017 990*	
5% statutory dividend	- 1 150 900*
445% (395% in 2009) additional dividend	- 102 430 056*
Lapsed dividends	+ 485
Emoluments to directors	- 480 000
Allocations to special reserves	- 47 000 000
Balance carried forward	27 509 835*

*Number of shares and participation certificates, status as at December 31, 2010: During the period January 1 to April 29, 2011 (one working day prior to ex-date of May 2, 2011), the dividend-bearing capital (the number of shares and participation certificates) can change as a result of additions to or reductions of treasury stock as well as the exercise of options, granted through the employee stock option plan.

Approval of this proposal will lead to a payment of a gross dividend in the amount of CHF 450.- (CHF 400.- in 2009) per share and CHF 45.- (CHF 40.- in 2009) per participation certificate. Ex-date is May 2, 2011; payment will be made effective May 5, 2011, subject to 35% withholding tax.

4. RE-ELECTION OF TWO MEMBERS OF THE BOARD OF DIRECTORS

4.1 RE-ELECTION OF MR ANTONIO BULGHERONI

The Board of Directors proposes the re-election of Mr Antonio Bulgheroni for a further term of three years.

4.2 RE-ELECTION OF MR ERNST TANNER

The Board of Directors proposes the re-election of Mr Ernst Tanner for a further term of three years.

5. RE-ELECTION OF AUDITOR

The Board of Directors proposes the retention of the current auditor, PricewaterhouseCoopers AG, Zurich, for the business year 2011.

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APRIL 28, 2011

DOCUMENTATION The Business Report dated 31 December 2010, consisting of the annual report, the Financial Statements of Chocoladenfabriken 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 **March 23, 2011** and are available to download at www.lindt.com. Upon request such documentation will be sent to the shareholders and holders of participation certificates.

NEW: REGISTRATION REQUIRED/ORDERING OF ANNUAL REPORT *Registered shareholders:* Those shareholders who are registered with voting rights in the register of shareholders as of **April 8, 2011 at 5 p.m.** (deadline) 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 April 14, 2011). From now on 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), Chocoladenfabriken 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 April 28, 2011, at 9 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 Act of December 8, 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 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 **May 5, 2011**, at the Company headquarters and will be available to download at www.lindt.com.

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.

The Board of Directors