

MEDIA RELEASE

Annual General Meeting 2014

All proposals by the Board of Directors approved.

13th consecutive dividend increase: 30.5% increase vs 2013.

Minder requirements implemented one year earlier than required.

Prof. Dr Werner Bauer and Calvin Grieder elected as new Board members.

Geneva, 20 March 2014 – The Annual General Meeting of Givaudan SA, the world leader in fragrances and flavours, took place on 20 March 2014. It was attended by 338 shareholders or proxies, representing 4'103'381 shares (44.44% of a total of 9'233'586 registered shares).

The Annual General Meeting approved the annual report and annual accounts for 2013 with 99.64% of votes and discharged the members of the Board of Directors with 97.66% of votes.

With 92.10% of votes, it also approved the company's compensation report on a consultative basis.

The Annual General Meeting approved a distribution to the shareholders of CHF 47.00 per share. The total amount of this distribution will be made out of reserves for additional paid-in capital which Givaudan shows in its balance sheet as per the end of 2013.

Further, shareholders approved a series of changes to Givaudan SA's Articles of Incorporation, namely the removal of article 5 para. 3 and article 11 para. 2 (voting and registration rights restrictions), a change of article 8 para. 2 (manner of convening the annual general meeting) and the amendments proposed by the Board of Directors to implement the new Ordinance against Excessive Remuneration with regards to Listed Stock Corporations (the "Minder"-Ordinance).



Apart from Ms Irina du Bois, who retired at the Annual General Meeting, all other current members of the Board of Directors were re-elected, each for a term of one year until the next Annual General Meeting in 2015, in accordance with the new legal requirements and the amended Articles of Incorporation:

- Dr. Jürg Witmer (who was also elected as Chairman)
- André Hoffmann
- Lilian Biner
- Peter Kappeler
- Thomas Rufer
- Dr. Nabil Sakkab

In addition, Prof. Dr. Werner Bauer and Mr Calvin Grieder were elected as new Board members also for a term of one year each.

Shareholders elected the following Board members to the Compensation Committee until the next Annual General Meeting:

- André Hoffmann
- Peter Kappeler
- Prof. Dr. Werner Bauer

Mr Manuel Isler, attorney-at-law, was elected for the first time as independent shareholder representative until the next Annual General Meeting in 2015 and Deloitte SA was re-elected as auditors for the financial year 2014.

Finally, the Annual General meeting approved, on a consultative basis, the remuneration for the Board of Directors and the Executive Committee. In particular, shareholders approved:

- the maximum aggregate remuneration of the Board of Directors from the Annual General Meeting 2014 until the Annual General Meeting 2015 by 94.73% of the votes,
- the maximum aggregate amount of the annual bonus paid to the Executive Committee for the year 2013 by 97.58% of the votes and
- the maximum aggregate amount of the fixed and long-term variable remuneration for the Executive Committee for the year 2014 by 60.94% of the votes.

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