



Invitation to the annual shareholders' meeting 2007

Friday 30 March at 11:00 am in the salle communale de Chêne-Bougeries, 1 route du Vallon, 1224 Chêne-Bougeries (Geneva). Doors open at 10:00 am.

Agenda and proposals

1. Approval of the annual report, the annual financial statements and the consolidated financial statements 2006.

Proposal of the board of directors : approval of the annual report, the annual financial statements and the consolidated financial statements 2006.

2. Release of the board of directors

Proposal of the board of directors: to release its members.

3. Decision regarding the appropriation of available earnings

Net profit for the year 2006	CHF	260,495,247
Balance brought forward from previous year	CHF	<u>188,390,845</u>
Total available earnings	CHF	448,886,092

Proposal of the board of directors:

Distribution of an ordinary dividend

of CHF 18.80 gross per share	CHF	135,964,608
Transfer to free reserve	CHF	<u>200,000,000</u>
Total appropriation of available earnings	CHF	335,964,608
Balance to be carried forward	CHF	112,921,484

4. Conditional capital increase

Proposal of the board of directors:

(a) To increase the conditional share capital by CHF 1,321,600 from CHF 9,678,400 to CHF 11,000,000 in nominal value;

(b) To replace Art. 3b para. 1 of the articles of incorporation of the company, which reads as follows :

1. "The share capital of the corporation can be increased by a maximum aggregate amount

of CHF 9,678,400 through the issuance of a maximum of 967,840 registered shares with a par value of CHF 10 per share, which shall be fully paid-in,

a) up to an amount of CHF 9,000,000 through the exercise of option or conversion rights granted in connection with bond issues of the corporation or of affiliates of the corporation ;

b) up to an amount of CHF 678,400 through the exercise of option rights granted to the employees of the corporation or of affiliates of the corporation and/or the members of the board of directors."

by the following new Art. 3b para. 1:

1. "The share capital of the corporation can be increased by a maximum aggregate amount of CHF 11,000,000 through the issuance of a maximum of 1,100,000 registered shares with a par value of CHF 10 per share, which shall be fully paid-in,

a) up to an amount of CHF 9,000,000 through the exercise of option or conversion rights granted in connection with bond issues of the corporation or of affiliates of the corporation ;

b) up to an amount of CHF 2,000,000 through the exercise of option rights granted to the employees of the corporation or of affiliates of the corporation and/or the members of the board of directors."

Art. 3b, para. 2-4 remain unchanged.

5. Election of members of the board of directors

Proposal of the board of directors: to re-elect Messrs Dietrich Fuhrmann and Peter Kappeler for a term of three years in accordance with the articles of incorporation. Elections are individual.

6. Election of the statutory auditors and group auditors

Proposal of the board of directors: to re-elect PricewaterhouseCoopers SA as the statutory auditors and group auditors for the financial year 2007.

Documentation

Enclosed with the invitation sent to shareholders are a registration form and an instruction form which shareholders may complete and return by mail to the following address : S A G SIS Aktienregister AG, Givaudan SA, Postfach, CH-4609 Olten.

The 2006 business report, which is comprised of the annual report, the annual financial statements and the consolidated financial statements, as well as the reports of the statutory auditors and group auditors, are available to shareholders at the company's headquarters. The business report is also available [here](#).

Participation and voting rights

Shareholders registered with voting rights in the share register as of 15 March 2007, will be authorised to participate and to vote at the annual shareholders' meeting. They will receive their entrance card and voting material upon returning the registration form or by contacting the company's share register at the address indicated above.

From 15 March to 31 March 2007, no entries will be made in the share register which would create a right to vote at the shareholders meeting. Shareholders who sell part or all of their shares before the shareholders meeting are no longer entitled to vote to that extent. They are requested to return or to exchange their admission card and voting material.

Representation

Shareholders who do not intend to participate in the annual shareholders' meeting personally may be represented by their bank or their financial advisor as depository representative, by another shareholder or by an independent representative, or also by our company.

Mr Manuel Isler, advocate, c/o B.M.G. Avocats, Avenue de Champel 8c, Case postale 385, 1211 Genève 12, acts as independent representative according to Art. 689c of Swiss code of obligations. The completed and signed power of attorney should be submitted to the share register. Unless otherwise instructed, the independent representative granted the power of attorney will vote in favour of proposals made by the board of directors.

In the event that you choose to give our company a power of attorney, this should also be done by returning the completed and signed power of attorney to the attention of the share register. In this case, the voting right will be exercised in favour of the proposals made by the board of directors. Powers of attorney which contain instructions to the contrary will be turned over to the independent representative.

Shareholders who wish to be represented by another shareholder or by a depository representative should send the completed and signed power of attorney directly to the address of their designated representative.

Vernier, 6 March 2007

Givaudan SA
For the board of directors :

The Chairman
Dr Juerg Witmer