



## Invitation to the annual shareholders' meeting 2008

Wednesday 26 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, including the annual financial statements, the compensation report and the consolidated financial statements 2007.*

Proposal of the Board of Directors : approval of the annual report, the annual financial statements, the compensation report and the consolidated financial statements 2007.

2. *Discharge of the Board of Directors*

Proposal of the Board of Directors: to discharge the members of the Board of Directors.

3. *Decision regarding the appropriation of available earnings*

Net profit for the year 2007		CHF	96,511,591
Balance brought forward from previous year	CHF	<u>112,921,484</u>	
Total available earnings		CHF	209,433,075

Proposal of the Board of Directors:

Distribution of an ordinary dividend of CHF 19.50 gross per share		CHF	141,771,630
Transfer to free reserve		<u>CHF</u>	-
Total appropriation of available earnings	CHF	141,771,630	
Balance to be carried forward	CHF	67,661,445	

4. *Creation of authorised capital*

Proposal of the Board of Directors :

(a) to create authorised capital for a maximum nominal value of CHF 10,000,000 limited to 26 March 2010

(b) to replace Art. 3a para 1 1<sup>st</sup> sentence of the articles of incorporation of the company, which reads as follows:

« The board of directors is authorized until 7 April 2008 to increase the share capital up to a maximum of 1,000,000 registered shares, which shall be completely paid-in, with a par value of CHF 10 per share. »

by the following:

« The board of directors is authorized until 26 March 2010 to increase the share capital up to a maximum of 1,000,000 registered shares, which shall be completely paid-in, with a par value of CHF 10 per share. »

Para 1 2<sup>nd</sup> sentence and para 2 remain unchanged.

5. *Election of members of the Board of Directors*

Proposal of the Board of Directors: to elect Dr Nabil Sakkab as a new director to replace Dr Andres F. Leuenberger and to re-elect Prof Henner Schierenbeck, both 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 2008.

**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 2007 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 on Givaudan's website under [www.givaudan.com](http://www.givaudan.com).

**Participation and voting rights**

Shareholders registered with voting rights in the share register as of 12 March 2008, 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 enclosed registration form or by contacting the company's share register at the address indicated above.

From 12 March to 27 March, 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, 3 March 2008

Givaudan SA

For the board of directors :

The Chairman

Dr Juerg Witmer