



Barry Callebaut Ltd

Ticker: BARN

Annual General Meeting: December 9, 2015, MCH Messe Schweiz (Zürich) AG, Zurich-Oerlikon

Overview

All items on the agenda have been proposed by the Board of Directors

SWIPRA RECOMMENDATIONS

1. Presentation of the Annual Report consisting of the Management Report, the Financial Statements and the Consolidated Financial Statements as at August 31, 2015
2. Presentation of the Reports of the Auditors as at August 31, 2015
3. Approval of the Management Report, the Financial Statements and the Consolidated Financial Statements
 - 3.1 Approval of the Management Report FOR
 - 3.2 Consultative vote on the Remuneration Report FOR*
 - 3.3 Approval of the Financial Statements and the Consolidated Financial Statements as at August 31, 2015 FOR
4. Allocation of reserves from capital contributions to free reserves, distribution of dividend and appropriation of available earnings
 - 4.1 Allocation of reserves from capital contributions to free reserves FOR
 - 4.2 Distribution of a dividend FOR
 - 4.3 Appropriation of available earnings in CHF FOR
5. Discharge to the Members of the Board of Directors and the Executive Committee FOR
6. Amendment of the Articles of Incorporation FOR
7. Elections
 - 7.1 Election of the Members of the Board of Directors
 - 7.1.1 Walther Andreas Jacobs FOR



7.1.2	Juergen B. Steinemann	FOR
7.1.3	Andreas Schmid	FOR*
7.1.4	Fernando Aguirre	FOR
7.1.5	Jakob Baer	FOR
7.1.6	James Lloyd Donald	FOR
7.1.7	Nicolas Jacobs	FOR
7.1.8	Timothy E. Minges	FOR
7.1.9	Wai Ling Liu	FOR
7.1.10	Patrick De Maeseneire	FOR*
7.2	Election of the Chairman of the Board of Directors	FOR
7.3	Election of the Members of the Compensation Committee	
7.3.1	James Lloyd Donald	FOR
7.3.2	Fernando Aguirre	FOR
7.3.3	Wai Ling Liu	FOR
7.3.4	Patrick De Maeseneire	FOR*
7.4	Election of the Independent Proxy	FOR
7.5	Election of the Auditors	FOR
8.	Approval of the aggregate amount of the compensation of the Board of Directors and the Executive Committee	
8.1	Approval of the aggregate maximum amount of the compensation of the Board of Directors for the forthcoming term of office	FOR*
8.2	Approval of the aggregate maximum amount of the fixed compensation of the Executive Committee for the forthcoming financial year	FOR*
8.3	Approval of the aggregate amount of the short-term and the long-term variable compensation of the Executive Committee for the past concluded financial year	FOR*
9.	Miscellaneous	

* SWIPRA was looking for further information from the company to clarify this item. SWIPRA considers the insights of this discussion and/or additional information provided by the company, as transparently provided in the research report, to take a final FOR or AGAINST recommendation on each item.



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