

Structure of share capital

Amount of ordinary share capital

As at 31 December 2010, Givaudan SA's ordinary share capital amounted to CHF 92,335,860 fully paid in and divided into 9,233,586 registered shares with a par value of CHF 10.00 each.

Conditional share capital

Givaudan SA's share capital can be increased

- by issuing up to 161,820 shares through the exercise of option rights granted to employees and directors of the Group
- by issuing up to 463,215 shares through the exercise of option or conversion rights granted in connection with bond issues of Givaudan SA or a Group Company. The Board of Directors is authorised to exclude the shareholders' preferential right to subscribe to such bonds if the purpose is to finance acquisitions or to issue convertible bonds or warrants on the international capital market. In that case, the bonds or warrants must be offered to the public at market conditions, the deadline for exercising option rights must be not more than six years and the deadline for exercising conversion rights must be not more than fifteen years from the issue of the bond or warrants and the exercise or conversion price for new shares must be at a level corresponding at least to the market conditions at the time of issue
- by issuing up to 123,163 shares through the exercise of option rights granted to the shareholders of Givaudan SA.

For the conditional share capital, the preferential right of the shareholders to subscribe shares is excluded. The acquisition of shares through the exercise of option or conversion rights and the transfer of such shares are subject to restrictions as described below.

Authorised share capital

According to the decision of the Annual General Meeting held on 25 March 2010, the Board of Directors is authorised until 26 March 2012 to increase the share capital up to CHF 10,000,000 through the issuance of a maximum of 1,000,000 shares fully paid-in listed shares with a par value of CHF 10.00 per share.

Changes in equity

The information regarding the year 2008 is available in note 6 and 7 to the statutory financial statements of the 2009 Financial Report. Details of the changes in equity for the years 2009 and 2010 are given in note 6 and 7 to the statutory financial statements of the 2010 Financial Report.

Limitations on transferability and nominee registrations

Registration with voting rights in Givaudan SA's share register is conditional on shareholders declaring that they have acquired the shares in their own name and for their own account. Based on a regulation of the Board of Directors, nominee shareholders may be entered with voting rights in the share register of the Company for up to 2% of the share capital without further condition, and for more than 2% if they undertake to disclose to the Company the name, address and number of shares held by the beneficial owners. Moreover, no shareholder will be registered as shareholder with voting rights for more than 10% of the share capital of Givaudan SA as entered in the register of commerce. This restriction also applies in the case of shares acquired by entities which are bound by voting power, common management or otherwise or which act in a coordinated manner to circumvent the 10% rule. It does not apply in the case of acquisitions or acquisition of shares through succession, division of an estate or marital property law.

The limitations on transferability and nominee registrations may be changed by

a positive vote of the absolute majority of the share votes represented at a shareholders' meeting.

No exceptions to these rules have been granted during 2010.

Exchangeable bond

In March 2010, Givaudan Nederland Finance B.V. CHF 750'000'000 Guaranteed Mandatory Convertible Securities matured. A total of 737,897 shares of Givaudan SA were delivered to the holders of such securities (of which 736,785 new shares created out of conditional capital). For further information, see notes 2.23, 23 and 26 to the consolidated financial statements of the 2010 Financial Report. There are no other bonds convertible into the shares of Givaudan SA outstanding.

Board of Directors

The Board of Directors is responsible for the ultimate direction, strategic supervision and control of the management of the Company, as well as other matters which, by law, are under its responsibility. This includes the establishment of medium and long-term strategies and of directives defining Company policies and the giving of the necessary instructions. All other areas of management are delegated to the Chief Executive Officer and the Executive Committee.

Givaudan's Board of Directors comprises an in-depth knowledge in the areas of finance, strategy and the fragrance and flavour industry. The Board has long-standing experience in many areas of our business, ranging from research and innovation to marketing. The Board members' knowledge, diversity and expertise are an important contribution to lead a Company of Givaudan's size in a complex and fast-changing environment.

The term of office of the Board members is three years, subject to prior resignation or removal by the shareholders meeting. Board members have to resign at the latest at the Annual General Meeting following