



Corporate Governance

# Corporate Governance

The information that follows is provided in accordance with the Directive on Information Relating to Corporate Governance issued by the SIX Exchange Regulation division (DCG). The principles and rules of Corporate Governance as practiced by Barry Callebaut AG are laid down in the Articles of Incorporation, the Internal Regulations of the Board of Directors and the Charters of the Board Committees. These are reviewed regularly by the Board of Directors and adapted as needed.

**Group structure and shareholders**

As of November 2, 2016, the Barry Callebaut Group is organized into different regions: Region EMEA (incl. Western and Eastern Europe, Middle East and Africa), Region Americas and Region Asia Pacific. The globally managed Global Cocoa is, like a Region, reported as a separate segment. The figures under the respective Regions

show all chocolate sales, while the figures reported under Global Cocoa include all sales of cocoa products to third-party customers globally, i.e. in all regions.

The Group’s business can also be separated into three different Product Groups: Food Manufacturers Products, Gourmet & Specialties Products, and Cocoa Products.



1 AFRQCC: Audit, Finance, Risk, Quality & Compliance Committee  
 2 NCC: Nomination & Compensation Committee  
 3 Member of the Executive Committee

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The structure of the financial reporting is explained in note 3 to the Consolidated Financial Statements. Barry Callebaut AG (the “Company”) was incorporated on December 13, 1994, under Swiss law, having its head office in Zurich, Switzerland, at Pfingstweidstrasse 60. The Company is registered in Switzerland and has been listed on the SIX Swiss Exchange (BARN, ISIN Number: CH0009002962) since 1998. The Company has not requested admission to trading of its shares on any other stock exchange. As of August 31, 2016, the total number of issued shares in the Company was 5,488,858, and thus Barry Callebaut’s market capitalization based on issued shares was CHF 6,937.9 million (August 31, 2015: CHF 5,823.7 million).

The principal subsidiaries of the Company are listed in note 29 to the Consolidated Financial Statements. The significant shareholders of the Company are listed in note 3.4 to Financial Statements of the Company, with Jacobs Holding AG as a majority shareholder with a participation of 50.11% of the issued share capital (August 31, 2015: 50.11%). There are no cross-shareholdings equal to or greater than 5% of the issued share capital.

### Capital structure

The information required by the DCG regarding the capital structure is provided in note 25 (share capital, movements in the share capital) to the Consolidated Financial Statements. The Company has no convertible bonds outstanding. The Extraordinary General Meeting of Shareholders held on April 22, 2013, created authorized share capital of a maximum nominal amount of CHF 9.3 million for the purpose of financing the acquisition of the Cocoa Ingredients Division from Petra Foods Ltd. The Board of Directors of Barry Callebaut AG subsequently decided to increase the share capital by issuing 318,858 newly created shares

(approx. 6% of the existing shares) in June 2013 for the aforementioned purpose. The Annual General Meeting of Shareholders, held on December 10, 2014, deleted the authorized capital that was not used in the abovementioned transaction in the Articles of Incorporation of the Company. Except for the abovementioned capital increase, there were no changes in the capital structure during the fiscal year 2015/16, nor during the prior three fiscal years.

### Board of Directors

The Board of Directors is ultimately responsible for the policies and management of the Company. The Board of Directors establishes the strategic, accounting, organizational and financing policies to be followed, and appoints the Executive Committee, to which the Board of Directors has delegated the operational management of the Company. Besides its non-transferable and inalienable duties pursuant to Swiss corporate law, the Board of Directors has retained certain competencies as set forth in the Company’s Internal Regulations and in a detailed tabular Annex thereto, both of which are publicly accessible on the website of Barry Callebaut (<https://www.barry-callebaut.com/about-us/investors/corporate-governance/functioning-board>). As set forth in the company’s Articles of Incorporation, no Member of the Board of Directors may hold more than 15 additional mandates, of which no more than five may be in stock-exchange-listed companies.

As of August 31, 2016, the Board of Directors consisted of ten non-executive members. Each Director is elected by the Shareholders of Barry Callebaut AG at the Annual General Meeting of Shareholders for a term of office of one year and may be re-elected for successive terms.

The composition of the Board of Directors of Barry Callebaut AG as of August 31, 2016, is as follows:

Name	Nationality	Member since	Function	AFRQCC	NCC
Andreas Jacobs	German	2003	Chairman		
Patrick De Maeseneire	Belgian	2015	Vice Chairman		Member
Fernando Aguirre	US/Mexican	2013	Director		Member
Jakob Baer	Swiss	2010	Director	Chairman	
James L. Donald	US	2008	Director		Chairman
Nicolas Jacobs	Swiss	2012	Director	Member	
Wai Ling Liu	Hong Kong-Chinese	2014	Director		Member
Timothy E. Minges	US	2013	Director	Member	
Andreas Schmid	Swiss	1997	Director	Member	
Juergen Steinemann	German	2014	Director		

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### Andreas Jacobs

Chairman, German national



Andreas Jacobs (1963) was appointed Chairman of the Board of Directors of Barry Callebaut AG in December 2005. He had served as a member of the Board of Directors of Barry Callebaut AG since 2003.

From 1991 to 1993, Andreas Jacobs worked as a consultant and project manager at The Boston Consulting Group in Munich. Since 1992, Andreas Jacobs has been an independent entrepreneur with a stake in several companies plus minority interests in several other companies.

Andreas Jacobs is a member of the Board of Directors of Jacobs Holding AG, where he served as Executive Chairman from 2004 until April 2015. From 2006 until 2015, he served on the Board of Directors of Adecco management & consulting S.A., first as member and since 2012 as Vice Chairman. He is Chairman of Triventura AG and Minibar AG. All these companies are based in Switzerland. Furthermore, he is President of Niantic Holding GmbH, Germany, and a member of the Board of Directors of various small private companies. Andreas Jacobs is also a member of the Advisory Board of Dr. August Oetker KG and since January 2015 Chairman of INSEAD.

Andreas Jacobs studied law at the Universities of Freiburg im Breisgau, Munich and Montpellier and subsequently obtained a postgraduate degree in European competition law (Dr. iur.) from the University of Freiburg im Breisgau. Afterwards, he obtained a Master of Business Administration from INSEAD in Fontainebleau, France.

### Patrick De Maeseneire

Vice-Chairman, Belgian national



Patrick De Maeseneire (1957) was elected to the Board of Directors of Barry Callebaut AG as Vice Chairman at the Annual General Meeting of the Shareholders in December 2015.

Patrick De Maeseneire started his professional career in 1980 at Arthur Andersen (Consulting). Between 1980 and 1997, he held executive positions at Wang, Apple Computer, and Sun International. He joined the Adecco Group in 1998, where he held leading positions both in Europe and in the US. From 2002 to 2009, Patrick De Maeseneire served as CEO of Barry Callebaut. In 2009 he returned to Adecco to become Chief Executive Officer of the group, a position he held till August 2015. On November 4, 2015, he was named CEO of Jacobs Holding AG, the major shareholder of Barry Callebaut AG.

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Patrick De Maeseneire serves also on the Board of Ahold Delhaize, one of the largest global food retailers.

Patrick De Maeseneire earned a Master's degree in commercial engineering at the Solvay Business School of Brussels University (VUB), Belgium, and a special license in marketing management at the Vlerick Leuven Gent Management School, Belgium. Patrick De Maeseneire also completed studies in business management at the London Business School and INSEAD, Fontainebleau, France.

In 2007, Patrick De Maeseneire was granted the title of Baron by King Albert II of Belgium.

### Fernando Aguirre

Director, Mexican/US national



Fernando Aguirre (1957) served as Chairman and CEO of Chiquita Brands International, Inc., a leading international food manufacturer, from 2004 until 2012. Prior to Chiquita, Fernando Aguirre worked in various management positions for more than 23 years at The Procter & Gamble Co, such as President of Special Projects, President of the Global Feminine Care business unit, Vice President of Global Snacks and US Food Products business units, Vice President of Laundry & Cleaning Products, Latin America, and Regional Vice President, Latin America, North.

At present, Fernando Aguirre is a member of the board of directors of Aetna, Inc., a Fortune 100 publicly held company mainly focused on health care benefits and insurance, where he serves on the Audit Committee and also on the Nominating and Governance Committee. He also served on the board of Levi Strauss & Co. from 2010 to 2014, on the board of Coca Cola Enterprises from 2005 to 2010, and as a member of the International Board of the Juvenile Diabetes Research Foundation from 2006 to 2012. He is also a member of the Advisory Council of the Bechtler Museum of Modern Art in Charlotte, North Carolina. At present, he is the owner and CEO of the Erie Sea Wolves professional baseball team, an affiliate of the Detroit Tigers. He is also Vice Chairman of the Myrtle Beach Pelicans, an affiliate of the Chicago Cubs.

He holds a Bachelor of Science in Business Administration from Southern Illinois University Edwardsville and earned Harvard Business School graduate status in 2009.

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### Jakob Baer

Director, Swiss national



Jakob Baer (1944) started his career in 1971 at the Federal Finance Administration. From 1975 until 1991, he was with Fides Group, where he held various positions, including Consultant, Head of Legal Department, Branch Office Manager Zurich, and Member of the Division Management Advisory Services. During 1991/1992, Jakob Baer led the planning and execution of the management buyout of the Advisory Services unit of Fides Group, which became part of KPMG Switzerland. He was a member of the Executive Committee of KPMG Switzerland from 1992 until 1994. From 1994 to 2004, he held the position of Chief Executive Officer of KPMG Switzerland and was a member of KPMG's European and International Leadership Boards.

Jakob Baer was Counsel at Niederer Kraft & Frey AG, attorneys at law, Zurich, Switzerland, from 2004 to 2009. He also served as a member of the Board of Directors of Adecco from 2004 until April 2012, of Swiss Re and of Allreal Holding AG, each from 2005 until April 2014, and of Rieter Holding AG from 2006 until April 2016.

Jakob Baer is Chairman of Stäubli Holding AG and a member of the Board of Directors of IFBC AG, both in Switzerland.

He was admitted to the bar (1971) and subsequently obtained a Doctorate degree in law (Dr. iur.) from the University of Bern, Switzerland.

### James "Jim" Donald

Director, US national



Jim Donald (1954) served from October 1996 to October 2002 as Chairman, President & Chief Executive Officer of Pathmark Stores, Inc., a USD 4.6 billion regional super-market chain located in New York, New Jersey and Pennsylvania. Prior to that time, he held a variety of senior management positions with Albertson's, Inc., Safeway, Inc., and Wal-Mart Stores, Inc. From October 2002 to March 2005, Jim Donald served as President of Starbucks, North America. Under his leadership, Starbucks experienced strong growth and performance. Jim Donald was also President & Chief Executive Officer of Starbucks Corporation from April 2005 to January 2008. Furthermore, Jim Donald served as President and Chief Executive Officer of Haggan, Inc., a 33-store Pacific Northwest grocery company based in Bellingham, from September 2009 until March 2011. Then, from February 2012 until August 2015, he served as Chief Executive Officer of Extended Stay, a large US-based hotel chain.

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From 2008 until June 2013, he also served as a member of the Board of Directors of Rite Aid Corporation, one of the leading drug-store chains in the US with more than 4,900 stores in 31 states.

Jim Donald graduated with a Bachelor's degree in Business Administration from Century University, Albuquerque, New Mexico.

### Nicolas Jacobs

Director, Swiss national



Nicolas Jacobs (1982) serves as a Board member of Barry Callebaut since 2012 and was previously responsible as Managing Director for the cocoa and the chocolate operations of South America.

Nicolas Jacobs is further a Managing Partner of a venture capital and private equity company focused on investments in the FMCG sector. Nicolas acts as the Executive Co-Chairman of Jacobs Holding AG, a professional investment company and majority shareholder of Barry Callebaut.

Nicolas Jacobs started his career at Goldman Sachs in 2006 and served for Burger King Corporation as a Senior Director for Global M&A and Development, with responsibilities for strategic projects and the expansion of Burger King globally.

Nicolas Jacobs holds a Master's degree in law from the University of Zurich, a Master of Finance of London Business School and a Master of Business Administration from INSEAD in Fontainebleau.

### Wai Ling "Winnie" Liu

Director, Hong Kong-Chinese national



Winnie Liu (1968) started her career as Executive Trainee with the Swire Group, a UK Conglomerate in Hong Kong. From 1992 until 1999, she worked for Nestlé in Hong Kong, lastly as National Sales Head. She then served for Mars (Effems Food) China from 1999 until 2004, where she held several positions in Sales, Marketing and Key Account Management. From 2005 until 2007, Winnie Liu served as Regional Managing Director Southeast Asia (Singapore, Malaysia, Thailand, Philippines, and Indonesia) of adidas, where she was responsible for Total Business including Retail, Wholesale, Production and Supply Chain. In 2008, she joined Tesco China, which operates over 130 hypermarkets and 14 express shops and employs more than 26,000 staff. She first started as Chief Marketing Officer, then was appointed President for a region, and last served as Chief Operating Officer. After Tesco, Winnie became the Chief Executive Officer of ENZO jewelry chain stores (Luxury Retail) in Greater China, from 2013 until 2015.

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Winnie Liu graduated with a Bachelor's degree in Social Sciences, a Major's degree in Management Studies and a Minor in Economics & Psychology from the University of Hong Kong in 1990.

**Timothy Minges**  
Director, U.S. national



Timothy Minges (1958) spent 32 years at PepsiCo before retiring earlier this year. Prior to retirement, Tim was Executive Vice President Chief Customer Officer, PepsiCo North America Beverages and a member of PepsiCo's Executive Committee. Until 2013 he was responsible for the entire PepsiCo operations throughout greater China. He joined PepsiCo in 1983 in the finance department of Frito-Lay North America and was promoted to a series of roles in finance, sales and general management. Tim moved to Asia in 1994 as General Manager of Frito-Lay Thailand and later assumed a series of roles, including President Asia Pacific, from 1999 to 2003. Prior to PepsiCo Tim practiced as a CPA at Alexander Grant (now Grant Thornton).

Tim sat on a variety of Boards at PepsiCo including the North American Coffee Partnership (a PepsiCo joint venture with Starbucks), Calbee Foods Japan, Pepsi-Cola Philippines and Serm Suk Thailand. At present, Tim is a non-executive board member of Tingyi-Asahi Beverages, PepsiCo's China bottler.

Tim holds a Bachelor of Science in Accounting from Miami University, Oxford, Ohio, and has completed the Pepsi Executive Development Program at Yale School of Management.

**Andreas Schmid**  
Director, Swiss national



Andreas Schmid (1957) was appointed CEO of Jacobs Holding AG in 1997. In 1999, he became Chairman of the Board of Directors and CEO of Barry Callebaut AG. In June 2002, he handed over the CEO function, but continued to assume the responsibility of Chairman until December 2005. After that he assumed the role of the Vice Chairman and has been serving as ordinary member of the Board of Directors since December 2014.

He started his career in 1984 at Union Bank of Switzerland. Following a position as assistant to a Swiss industrialist, he was CEO and Managing Director of Kopp Plastics (PTY) Ltd. in South Africa from 1989 to 1992. He then worked for the Jacobs Group in various staff and line functions until 1993. From 1993 to 1997, Andreas Schmid was President of the Mövenpick Consumer Goods Division and a member of the worldwide Group

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Executive Board of Management. Between 2007 and 2011, Andreas Schmid was Chairman of the Supervisory Board of Symrise AG, and between 2002 and 2006 he chaired the Board of Directors of Kuoni Travel Holding AG. He was a member of the Board of Adecco SA from 1999 to 2004 and a member of the Advisory Board of the Credit Suisse Group from 2001 to 2007, before the Advisory Board was dissolved. Andreas Schmid has been a member of the Board of Directors of Steiner AG since 2008, and in 2010, he was appointed a member of the Board of Directors of Wirz Partner Holding AG and the Advisory Board of Allianz Global Corporate Specialty AG. He further was a member of the Board of Directors of Badrutt's Palace Hotel AG from 2006 until 2015.

Andreas Schmid is currently Chairman of the Board of Directors of Oettinger Davidoff Group, of Flughafen Zurich AG, Helvetica Capital, and of gategroup Holding AG. Furthermore, Andreas Schmid is Chairman of the Board of Trustees of the Swiss foundation avenir suisse, a think tank for social and economic issues.

Andreas Schmid holds a Master's degree in law and studied economics at the University of Zurich.

### Juergen Steinemann

Director, German national



Juergen Steinemann (1958) was elected to the Board of Directors of Barry Callebaut AG at the Annual General Meeting of the Shareholders in December 2014. He had served as Chief Executive Officer since August 2009 and stepped down at the end of September 2015.

Before joining Barry Callebaut, Juergen Steinemann served as a member of the Executive Board of Nutreco and as Chief Operating Officer since October 2001. Nutreco is a leading global animal nutrition and aquaculture company, headquartered in the Netherlands.

From 1999 to 2001, Juergen Steinemann served as Chief Executive Officer of Unilever's former subsidiary Lodders Crocklaan, which produces and markets specialty oils and fats for the food industry.

Between 1990 and 1998, Juergen Steinemann was with the former Eridania Béghin-Say Group, where he held various senior positions in business-to-business marketing and sales, ultimately in the "Corporate Plan et Stratégie" unit at the head office in Paris. Next to the above, Juergen Steinemann is an entrepreneur who holds several investments in the food and agri industry. Furthermore, he serves as Chairman of the Supervisory Board of METRO AG, a major international retailing company with brands such as Metro Cash & Carry, Media Markt and Saturn.

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### Functioning of the Board

The Board of Directors constitutes itself at its first meeting subsequent to the Company's Annual General Meeting of Shareholders, with the exception of the Chairman and the Members of the Compensation Committee, who are elected by the Annual General Meeting of Shareholders pursuant to the Articles of Incorporation and Swiss corporate law. The Board of Directors elects the Vice Chairman. It meets as often as business requires, but at least four times per fiscal year. The meetings usually take place in Zurich. If possible, the Board of Directors meets once per year at one of the Barry Callebaut production sites and combines this meeting with a visit to the local operation. During fiscal year 2015/16, the Board of Directors met six times. Three meetings lasted eight hours, one five hours and two meetings lasted one hour. The two latter meetings took place in the form of conference calls. In the fiscal year 2015/16, the Board of Directors held one of the regular meetings in the context of a three-day visit to Chicago, US.

The Chairman invites the members of the Board to the meetings in writing, indicating the agenda and the motions for resolution thereto. The invitations are sent out at least ten business days prior to the meeting. Each member of the Board can request that the Chairman call for a meeting without undue delay. In addition to the materials for Board meetings, the members of the Board receive monthly financial reports.

At the request of one member of the Board, members of the Executive Committee are invited to attend meetings. The Board of Directors can determine by majority vote that other third parties, for example external consultants, may attend part or all of the meetings. In the fiscal year under review, the CEO, the CFO and, depending on the agenda items, other members of the Executive Committee or Management were present at all Board meetings and all Committee meetings. At the end of each physical Board meeting, there is a closed Board session without the participation of the Management.

Resolutions are adopted by a simple majority of the members of the Board being present or represented. Resolutions can also be adopted by unanimous circular decision. Members of the Board may only be represented by a fellow member of the Board. In the event of a tie vote, the proposal is deemed not to be resolved. Resolutions made at the Board meetings are documented through written minutes of the meeting.

Members of the Board may request any information necessary to fulfill their duties. Outside of meetings, any members of the Board may request information from members of the Executive Committee concerning the Group's business development. Such requests for

information must be addressed to the Chairman of the Board.

The Board of Directors has formed the following Committees:

**Audit, Finance, Risk, Quality & Compliance Committee**  
**Jakob Baer (Chairman), Nicolas Jacobs, Timothy E. Minges and Andreas G. Schmid.**

The role of the Audit, Finance, Risk, Quality & Compliance Committee (AFRQCC) is to assist the Board of Directors in carrying out its responsibilities. The Board of Directors has not delegated any decision power to the AFRQCC. The primary task of the AFRQCC is to assist the Board of Directors in carrying out its responsibilities and make recommendations regarding the Company's accounting policies, financial reporting, internal control system, legal and regulatory compliance and quality management. In addition, the AFRQCC reviews the basic risk management principles and guidelines, the hedging and financing strategies as well as the bases upon which the Board of Directors determines risk tolerance levels and limits for exposures of raw material positions. For details on the financial risk management, see note 26 to the Consolidated Financial Statements.

The AFRQCC further assists the Board of Directors in fulfilling its oversight responsibility of the external auditors. The AFRQCC recommends the external auditors for election, reviews the quality of their work, their qualification and independence, the audit fees, the external audit coverage, the reporting to the Board of Directors and/or the AFRQCC, and assesses the additional non-audit services as well as the annual financial statements and the notes thereto. The external auditors attended two meetings of the AFRQCC in fiscal year 2015/16; furthermore, the Chairman of the AFRQCC has met the lead external auditor three times outside AFRQCC meetings.

The Company has its own Internal Audit Department, which reports to the Chairman of the AFRQCC. The AFRQCC reviews the quality of the Internal Audit Department. The scope of internal auditing encompasses the examination and evaluation of the adequacy and effectiveness of the organization's internal control system and the quality of performance in carrying out assigned responsibilities. Significant findings of the Internal Audit Department as well as the respective measures of the Management are presented and reviewed in the meetings of the AFRQCC and, in material cases, in the meetings of the Board of Directors. The AFRQCC reviews the annual plan of the Internal Audit Department based on a risk assessment. In the last fiscal year, the Internal Audit

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Department was supported on one project by third-party experts.

Pursuant to the Group’s “Fraud Response and Whistleblowing Policy,” the Fraud Committee, chaired by the Group’s General Counsel, evaluates and, as the case may be, investigates alleged violations of the Code of Conduct under the supervision of the Chairman of the AFRQCC. The Fraud Committee reports all pending cases to the AFRQCC on a regular basis.

The AFRQCC meets as often as business requires, but at least three times per fiscal year. The meetings usually take place in Zurich. In the last fiscal year, the Committee met six times. The meetings lasted two to three hours. One of the meetings took place in the context of the Board of Directors’ three-day visit to Chicago, US.

### Nomination & Compensation Committee

James L. Donald (Chairman), Patrick de Maeseneire, Fernando Aguirre and Wai Ling Liu

The Company’s Nomination & Compensation Committee (NCC) is elected by the Annual General Meeting of Shareholders and advises the Board of Directors in determining and verifying the compensation strategy and regulations of the Group as well as in preparing the motions for the attention of the General Meeting of Shareholders regarding the compensation of the Board of Directors and the Executive Committee. It further assists the Board of Directors in defining and monitoring the performance criteria and it makes recommendations to the Board of Directors with respect to the selection, nomination,

compensation, evaluation, and, when necessary, the replacement of key executives. The Board of Directors has not delegated any decision power to the NCC. The NCC establishes jointly with the CEO a general succession planning and development policy. The NCC reviews and recommends the remuneration to be paid to Members of the Board of Directors and the Members of the Executive Committee. It also ensures a transparent Board and Executive Committee nomination process and evaluates potential conflicts of interest involving executive management and Members of the Board. The NCC monitors the developments of the regulatory framework for compensation of the top management and the Board of Directors on an on-going basis and develops suggestions for the respective adaptations of the Group’s compensation system.

The NCC meets as often as business requires, but at least three times per fiscal year. The meetings usually take place in Zurich. Last year, the NCC met five times, once in the form of a conference call. The meetings lasted two hours. One of the meetings took place in the context of the Board of Directors’ three-day visit to Chicago, US.

### Executive Committee

The Executive Committee consists of eight functions and is headed by the Chief Executive Officer. For external activities of each member of the Executive Committee, see the respective curriculum vitae. No member of the Executive Committee may hold more than five additional mandates, of which no more than two may be in stock-exchange-listed companies.

Name	Function	Nationality	Member since
Antoine de Saint-Affrique	Chief Executive Officer	French	As from October 1, 2015
Juergen Steinemann	Chief Executive Officer	German	2009 (until September 30, 2015)
Victor Balli	Chief Financial Officer	Swiss	2007
Peter Boone	Chief Innovation & Quality Officer	Dutch	2012
Massimo Garavaglia	President EMEA	Italian	2004
David S. Johnson	President Americas	US	2009
Carole Le Meur	Head Global HR	French	2016
Dirk Poelman	Chief Operations Officer (COO)	Belgian	2009
Steven Retzlaff	President Global Cocoa	US/Swiss	2008

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### Antoine de Saint-Affrique

Chief Executive Officer, French national



Antoine de Saint-Affrique (1964) is Chief Executive Officer of Barry Callebaut AG and has been appointed to that role as of October 1, 2015.

From September 2011 until September 2015, Antoine de Saint-Affrique served as President Unilever Foods and Member of Unilever’s Group Executive Committee, where he was accountable for businesses with a combined turnover of EUR 12.4 billion.

Prior to this, Antoine de Saint-Affrique was Executive Vice President of Unilever’s Skin category – an area of the business which includes leading brands such as Dove, Lux, Lifebuoy and Pond’s. From early 2005 to mid 2009, Antoine was Executive Vice President for Unilever’s Central and Eastern Europe region – an area covering 21 countries. He was based in Moscow. Before joining Unilever in 2000, Antoine was Marketing Vice President and a Partner at Amora Maille, a foods company which was acquired under a leveraged buyout from the Danone Group. He served as a reserve naval officer between 1987 and 1988.

Antoine has a degree in business administration from ESSEC (1987) in Paris, and a qualification in executive education from Harvard Business School. Since 2004, he has led the marketing course at Mines ParisTech (Corps des Mines).

A French national, Antoine has lived in Africa, the US, Hungary, the Netherlands, Russia, and the UK. He is a Non-Executive Director and a member of the audit committee at the ophthalmic company Essilor International, the world leader in corrective lenses. He has also been Conseiller du Commerce Extérieur since 2004.

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### Victor Balli

Chief Financial Officer, Swiss national



Victor Balli (1957) was appointed Chief Financial Officer and member of the Executive Committee in February 2007.

Before joining Barry Callebaut, Victor Balli was with Minibar since 1996. He began his career at Minibar as Chief Financial Officer and additionally held the position of Chief Executive Officer EMEA as of 2005. During this time, he also served as Executive Director and Board member of several group companies of Niantic, a family investment holding. From 1991 to 1995, he worked as a Principal with Adinvest AG, a corporate finance advisory company with offices in Zurich, San Francisco, New York, and London. From 1989 to 1991, Victor Balli served as Director of Corporate Finance with Marc Rich & Co. Holding in Zug. He started his professional career in 1985, working as a Financial Analyst & Business Development Manager with EniChem International SA in Zurich and Milan.

Victor Balli holds a Master's degree in Economics from the University of St. Gallen and a Master's degree as a Chemical Engineer from the Swiss Federal Institute of Technology in Zurich.

He is a Non-Executive Director and a member of the audit committee of Givaudan SA, the global leader in fragrance and flavors.

### Peter Boone

Chief Innovation & Quality Officer, Dutch national



Peter Boone (1970) was appointed to the position of Chief Innovation Officer and member of the Executive Committee at Barry Callebaut as of December 3, 2012. He assumed in addition responsibility for Quality Assurance as of June 24, 2013 and for Sustainability as of November 2015.

From November 2010 to December 2012, Peter Boone worked with Unilever as Chief Marketing Officer responsible for Australia and New Zealand. He was a member of the regional executive board. In his function as Chief Marketing Officer (CMO), he was responsible for the marketing of all brands in all categories in Australia and New Zealand.

Peter Boone started his career at the Information Services division of ITT Corp., where he worked in various marketing roles. In 1996, he joined Unilever as a Strategy Analyst at the Head Office in Rotterdam, Netherlands. Peter Boone also held other positions at Unilever such as Global Vice President Spreads & Cooking Products Category, Global Vice President Brand Development at the Unilever Headquarters in Rotterdam, the Netherlands, and Vice President Marketing & Sales Latin America Foods Solutions based in São Paulo, Brazil.

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Peter Boone holds a Doctorate in Business Administration (PhD) from the Erasmus University in Rotterdam, Netherlands.

### Massimo Garavaglia

President EMEA, Italian national



Massimo Garavaglia (1966) was appointed President EMEA (Europe, Middle East, Africa) as of October 1, 2015.

He is a member of the Executive Committee of Barry Callebaut AG. From 1990 to 1992, Massimo Garavaglia was sales manager for an Italian food products importer. He joined Callebaut Italy S.p.A. in 1992 as the country manager for Italy. After the merger between Callebaut and Cacao Barry in 1996, he was Barry Callebaut's country manager in Italy until 2003. From 2003 until September 2004, he headed the region consisting of the Mediterranean Countries/Middle East/Eastern Europe. From September 2004 until 2006, he was President Food Manufacturers. Subsequently he served as President Americas until 2009. From 2009 to September 2015, he served as President Western Europe.

Massimo Garavaglia holds a Master's degree in Economics and Business Administration from Bocconi University, Milan.

### David Johnson

CEO and President Americas, US national



David Johnson (1956) was appointed Chief Executive Officer and President Americas in May 2009 and is a member of the Executive Committee of Barry Callebaut AG.

Before joining Barry Callebaut, David Johnson served as Chief Executive Officer and member of the board for Michael Foods, Inc., a food processor and distributor headquartered in Minnetonka, MN, US.

From 1986 to 2006, David Johnson was with Kraft Foods Global, Inc. At Kraft Foods, he held several senior positions in different divisions, including marketing, strategy, operations, procurement and general management. His last position was President Kraft North America and Corporate Officer Kraft Foods Global, Inc. He started his career in 1980 at RJR Nabisco.

David Johnson is a member of the Board of Directors of Arthur J. Gallagher & Co., an international insurance brokerage and risk management company with headquarters in Itasca, IL, US.

David Johnson holds both a Bachelor's and a Master's degree in business from the University of Wisconsin.

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### Carole Le Meur

Chief Human Resource Officer since April 2016, French national



Carole Le Meur was appointed Chief Human Resources Officer and member of the Executive Committee of Barry Callebaut AG effective April 1, 2016.

From 2008 until joining Barry Callebaut, Carole Le Meur worked with Baxter Healthcare, Inc. From 2008 to 2013, she was Vice President Human Resources EMEA based in Zurich, Switzerland.

In 2014 she served as Vice President Human Resources Asia Pacific and Vice President Human Resources Intercontinental for Baxalta Incorporated prior to the spin-off from Baxter, with HR responsibility for the fast growth markets such as Latin America, Brazil, Russia, Turkey and Asia Pacific.

From 2002 to 2008, Carole Le Meur held several Global VP HR positions at Aventis, a leading European healthcare company, including Vice President Staffing Aventis Pasteur, Vice President Human Resources Global Industrial Operations and R&D France.

Carole Le Meur started her career in FMCG as Brand Marketing Manager with ICI Paints/Dulux in France, after which she served in various Sales and Marketing positions in Europe for Procter & Gamble Pharmaceuticals from 1990 to 1996. From 1996 to 2002 Carole Le Meur worked as an Executive Search consultant in the Healthcare and Consumer practices of two executive search firms in Europe.

Carole Le Meur holds a Master in Management from EM LYON Business School with a Major in International Affairs, as well as an Executive Master in Consulting and Coaching for Change from INSEAD and has completed executive programs at HEC and the Kellogg business school.

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### Dirk Poelman

Chief Operations Officer, Belgian national



Dirk Poelman (1961) was appointed Chief Operations Officer (COO) in September 2006 and member of the Executive Committee in November 2009, as well as Chief Innovation Officer (CIO) ad interim from June to December 2012. Since 1984, he has been working with Callebaut – which merged with Cacao Barry in 1996 – in various positions and countries: first as Engineering Manager, then as Production Manager, Operations Director and Chief Manufacturing Officer.

In 1997, Dirk Poelman became Executive Vice President Operations, responsible for the operations of the Group, and a member of the Senior Management Team. In 2004, he was appointed Vice President Operations and Research & Development.

Dirk Poelman holds an industrial engineering degree in electro-mechanics from the Catholic Industrial High School in Aalst, Belgium.

### Steven Retzlaff

President Global Cocoa, US and Swiss national



Steven Retzlaff (1963) was appointed President Global Cocoa (until August 2013 Global Sourcing & Cocoa) and member of the Executive Committee of Barry Callebaut AG in January 2008.

He joined Barry Callebaut in 1996 and has held various senior finance and general management positions. He is Vice Chairman of the World Cocoa Foundation and Vice Chairman of the European Cocoa Association.

From 1987 through 1993, he worked for KPMG in San Francisco and Zurich, and from 1993 to 1996 at JMP Newcor in Zug, Switzerland.

Steven Retzlaff holds a Bachelor of Arts in Economics from Whitman College. He also studied at the Institute of European Studies in Madrid and at INSEAD in Fontainebleau, France.

## Corporate Governance

### Shareholders' participation

Each share of Barry Callebaut AG carries one vote at the General Meeting of Shareholders. Voting rights may be exercised only after a shareholder has been registered in the Company's share register as a shareholder with voting rights.

Until December 2014, no shareholder holding more than 5% of the share capital could be registered as a shareholder with voting rights with respect to the shares such shareholder holds in excess thereof. This restriction has been deleted in the context of the revision of the Articles of Incorporation adopted by the General Meeting of Shareholders held on December 10, 2014.

Shareholders may register their shares in the name of a nominee approved by the Company and may exercise their voting rights by giving instructions to the nominee to vote on their behalf. However, a nominee holding more than 3% of the share capital will be registered as nominee for shareholders with voting rights only if it discloses the identity of each beneficial owner of shares claiming 0.5% or more of the share capital. No nominee holding more than 8% of the share capital may be registered as a shareholder with respect to the excess shares. The Board of Directors may, however, on a case-by-case basis, permit some or all of the excess shares to be registered with voting rights. In fiscal year 2015/16, no such exception was requested.

A resolution passed at the General Meeting of Shareholders with a majority of at least two thirds of the shares represented at such meeting is required to change the restrictions on the transferability of registered shares. Shareholders may be represented at the General Meeting of Shareholders by their respective legal representative, another shareholder or the independent proxy pursuant to the "Ordinance against Excessive Compensation at Listed Companies" (OaEC). The Articles of Incorporation follow the majority rules and the provisions on convocation prescribed by the Swiss law concerning general meetings of shareholders. Shareholders with registered voting rights who together represent at least 0.25% of the share capital or of the votes may call for the inclusion of an item on the agenda. Such request for inclusion must be made in writing at least 60 days prior to the date of the General Meeting of Shareholders setting forth the items to be included on the agenda and the motions put forward by the shareholders.

Notice of the General Meeting of Shareholders is given by way of one-time publication in the Company's official publication organ (Swiss Official Gazette of Commerce, "*Schweizerisches Handelsamtsblatt*"). Shareholders registered in the share register with voting rights at the date specified in the invitation may additionally receive an

invitation to the General Meeting of Shareholders in writing. Furthermore, the Company offers its shareholders the opportunity to register with the online platform "Sherpany" and thus the possibility to submit their voting instructions to the independent proxy in an efficient manner. The published disclosures on significant shareholders of the Company are accessible via the disclosure platform of SIX Exchange Regulation: <https://www.six-exchange-regulation.com/en/home/publications/significant-shareholders.html>.

### Change of control and defense measures

According to the Swiss Stock Exchange and Securities Trading Act, an investor who acquires 33⅓% of all voting rights in the Company has to submit a take-over offer for all shares outstanding. The Company has not elected to change or opt out of this rule.

There are no change of control clauses in the employment contracts with the members of the Board of Directors nor of the Executive Committee.

### External auditors

At the Annual General Meeting of Shareholders of the Company held on December 8, 2015, the shareholders voted to appoint KPMG AG, Zurich, as statutory auditors. The statutory auditors are appointed annually by the General Meeting of Shareholders for a term of office of one year. The current lead auditor in charge has exercised this function since fiscal year 2014/15. Pursuant to the Swiss Code of Obligations, the lead auditor in charge may exercise her/his role during a maximum of seven years. The current lead auditor in charge may therefore exercise his function until and including fiscal year 2021/22.

For fiscal year 2015/16, the remuneration for the audit of the accounting records and the financial statements of the Company, and the audit of the Group's consolidated financial statements, amounted to CHF 2.9 million. The remuneration was evaluated by the AFRQCC in view of the scope and the complexity of the Group. The performance of the auditors is monitored by the AFRQCC, to whom they present a detailed report on the result of the audit of the Group. Prior to the presentation to the AFRQCC, the lead auditor in charge reviews the audit findings with the Chairman of the AFRQCC without the presence of any members of the Management.

KPMG received a total amount of CHF 0.5 million for additional services, i.e. for transaction and other advisory (incl. due diligence). Adequate measures for the avoidance of potential conflicts of interests between the different services provided by KPMG were observed.



## Corporate Governance

### Information policy

The Company is committed to continuous and open communication with its shareholders, potential investors and other stakeholders based on the principles of transparency and equal treatment, i.e. simultaneous provision of price-sensitive information and no selective disclosure.

The Group provides detailed information on its business activities and financial performance in its annual and half-year reports and press releases, at conferences for media and financial analysts as well as at the Annual General Meeting of Shareholders. Further, representatives of the Group regularly meet (current and potential) investors in personal

meetings as well as present the Company and the Group at industry events and investor conferences.

Presentations are also made available on the Group's website, which is updated continuously. The financial calendar for the fiscal year 2016/17 and contacts are published on page 150.

The published media releases of Barry Callebaut are accessible via <https://www.barry-callebaut.com/about-us/media/news>.

To subscribe to the Group's electronic news alerts, please go to: <https://www.barry-callebaut.com/about-us/media/subscribe-our-news-releases>.