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10-30-2000



T

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

9-12-00

101499311

To The Honorable Commissioner for Pat
copy thereof.

attached original documents or

1. Name of conveying party(ies):

Name: KRAFT JACOBS SUCHARD SA
(KRAFT JACOBS SUCHARD AG)
(KRAFT JACOBS SUCHARD LTD)

Address: KLAUSSTRASSE 4-6
CH-8008 ZURICH SWITZERLAND

Individual(s) Association
General Partnership Limited Partnership
 Corporation- (Switzerland)

Additional name(s) of conveying party(ies) attached?
Yes No

3. Nature of Conveyance:

Assignment Merger
Security Agreement Change of Name
Other

Execution Date: April 4, 2000

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

See Attachment A

2. Name and address of receiving party(ies):

Name: KRAFT FOODS SCHWEIZ HOLDING AG
Address: BELLERIVESTRASSE 203
CH-8008 ZURICH SWITZERLAND

Individual(s) Association
General Partnership Limited Partnership
 Corporation- (Switzerland)

If assignee is not domiciled in the United States, a domestic
representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
Additional names(s) & address(es) attached?
Yes No



09-12-2000

U.S. Patent & TMO/TM Mail Rcpt Dt. #10

B. Trademark Registration No.(s)

See Attachment A

Additional numbers attached? Yes (If yes, then attach numbers on a separate sheet and send along with this page)

5. Name and address of party to whom correspondence
concerning document should be mailed:

Name: Jacqueline A. Leimer
Company: KRAFT FOODS
Street Address: Three Lakes Drive
City: Northfield State: IL Zip: 60093

6. Total number of applications and registrations invoiced: 29

7. Total fee (37 CFR 3.41): \$ 740.00
\$40 for one mark; \$25 each additional

Enclosed
Authorized to be charged to deposit account #11-1650
if any additional fees are required.

8. Deposit account number: 11-1650

(Attach duplicate copy of this page if paying by deposit
account)

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a
true copy of the original document.

Name of Person Signing SANDRA J. STORTO

Signature Sandra J. Storto

Date: September 8, 2000

Total number of pages comprising cover sheet:

1

TRADEMARK
REEL: 002166 FRAME: 0416

Attachment A
Schedule of Marks
UNITED STATES TRADEMARKS

Trademark Application

| | |
|------------|-----------------------------|
| 75/568,862 | INSPIRES THE WORLD |
| 75/658,761 | SUCHARD ALL GOLD |
| 75/681,683 | LILAC COLOR DEVICE |
| 75/768,940 | PACKAGING DESIGN LIL SCOOPS |
| 75/863,952 | EAT 'EM BY THE SPOONFUL |

Trademark Registrations

| | |
|-----------|---------------------------|
| 54,480 | SUCHARD |
| 54,527 | MILKA (STYLIZED) |
| 569,481 | MILKA (STYLIZED) |
| 734,646 | SUGUS |
| 772,452 | SUCHARD DE LUXE & DESIGN |
| 850,692 | SUCHARD EXPRESS & DESIGN |
| 852,393 | VELMA |
| 1,363,643 | MAESTRO LORENZO |
| 1,364,774 | WUNDERMILD (STYLIZED) |
| 1,731,393 | MIRABELL & DESIGN |
| 1,838,009 | MIRABELL |
| 1,959,843 | PORTRAIT OF MOZART DEVICE |
| 1,963,650 | COFFEE JAR DEVICE |
| 2,002,368 | VIVA LILA |
| 2,074,380 | MILKA & DESIGN |
| 2,074,518 | MILKA (STYLIZED) |
| 2,074,530 | MILKA |
| 2,076,248 | COW DEVICE |
| 2,156,182 | CARTE NOIRE |
| 2,164,131 | NIGHT & DAY |
| 2,230,118 | KRONUNG |
| 2,291,309 | MILKA AND COW DESIGN |
| 2,293,902 | MILD'OR |
| 2,293,903 | MASTRO LORENZO |



Handelsregister des Kantons Zürich - Hauptregister

| | | | | | |
|--------------------|--------------------|------------|----------|----------------|---|
| Firmennummer | Rechtsnatur | Eintragung | Löschung | Uebertrag von: | |
| CH-020.3.000.864-2 | Aktiengesellschaft | 28.06.1991 | | auf: | 1 |

Alle Eintragungen

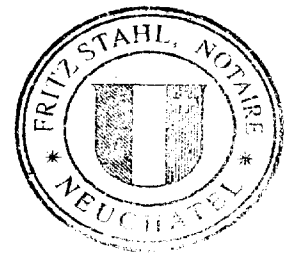
| Ei | Lö | Firma | Ref | Sitz |
|----|----|---|-----|-------------|
| 1 | | Colima Holding AG | 0 | bisher: Zug |
| 3 | | Jacobs Suchard SA | 1 | Zürich |
| 3 | 12 | (Jacobs Suchard AG) (Jacobs Suchard Ltd) | | |
| 12 | | Kraft Jacobs Suchard SA | | |
| 12 | 26 | (Kraft Jacobs Suchard AG) (Kraft Jacobs Suchard Ltd) | | |
| 26 | | Kraft Foods Schweiz Holding AG | | |
| 26 | | (Kraft Foods Suisse Holding SA) (Kraft Foods Switzerland Holding Ltd) | | |

| Ref | Aktienkapital (CHF) | Liberierung (CHF) | Aktien-Stückelung | Ref | Adresse der Firma |
|-----|--------------------------|--------------------------|---|-----|----------------------|
| 1 | 26'138'000.- | 26'138'000.- | 26'138 Namenaktien zu CHF 1'000.- | 1 | Klausstrasse 4-6 |
| 2 | 26'187'000.- | 26'187'000.- | 26'187 Namenaktien zu CHF 1'000.- | | 8008 Zürich |
| 13 | 26'196'000.- | 26'196'000.- | 26'196 Namenaktien zu CHF 1'000.- | 22 | Klausstrasse 4 |
| 18 | 108'000'000.- | 108'000'000.- | 108'000 Namenaktien zu Fr. 1'000.- | | 8008 Zürich |
| | | | | 25 | Bellerivestrasse 203 |
| | | | | | 8008 Zürich |
| Ref | PS-Kapital (CHF) | Liberierung (CHF) | Partizipationsscheine | | |
| | | | | | |

| Ei | Lö | Zweck | Ref | Postadresse |
|----|----|---|-----|-------------|
| 1 | | Beteiligung für eigene und fremde Rechnung an Unternehmen in der Schweiz und im Ausland, insbesondere an solchen der Jacobs Suchard Gruppe und an weiteren Unternehmungen der Nahrungsmittelindustrie und des Nahrungsmittelhandels; kann solche oder ähnliche Unternehmungen gründen oder erwerben und sämtliche Geschäfte tätigen, die direkt oder indirekt mit dem oben genannten Zweck zusammenhängen, insbesondere gewerbliche, literarische oder künstlerische Schutzrechte erwerben, darüber verfügen, auswerten oder auswerten lassen und Grundeigentum im In- und Ausland an- und verkaufen. | | |

| Ei | Lö | Bemerkungen | Ref | Statutendatum |
|----|----|--|-----|---------------|
| 1 | | Die vor der Eintragung im Kanton Zürich gestrichenen Tatsachen, sowie allfällige frühere Statutendaten oder Tagebuch- und SHAB-Zitate können im Registerauszug des bisherigen Sitzes, welcher bei den abgelegten Handelsregisterakten liegt, eingesehen werden. Die Statuten datieren ursprünglich vom 9.3.1976 und wurden am bisherigen Sitz das letzte Mal geändert am 22.2.1991 | 1 | 27.06.1991 |
| | | | 2 | 08.08.1991 |
| | | | 3 | 14.08.1991 |
| | | | 9 | 25.03.1993 |
| | | | 12 | 22.09.1993 |
| | | | 13 | 05.11.1993 |
| | | | 18 | 20.08.1996 |
| 9 | | Mitteilungen der Gesellschaft an die Aktionäre erfolgen durch einmalige Publikation im SHAB oder durch schriftliche Mitteilung an die im Aktienbuch eingetragenen Adressen der Aktionäre und Nutzniesser. | 26 | 04.04.2000 |

| Ei | Lö | Sacheinlagen, Sachübernahmen, beso Vorteile, Genussscheine | Ref | Publikationsorgan |
|----|----|--|-----|-------------------|
| 1 | | Vom Grundkapital wurden CHF 20'100'000.-- durch Umwandlung sämtlicher 20'100 voll liberierter Partizipationsscheine liberiert. | 1 | SHAB |
| 1 | | Erwerb Beteiligungen gemäss näherer Umschreibung in den Statuten zum Preise von CHF 947'500'000.--, wovon CHF 5'938'000.-- auf das Grundkapital angerechnet wurden. | | |
| 2 | | Uebernimmt gemäss Sacheinlagevertrag vom 7.8.1991 2'563 Gesellschaftsanteile an der Kraft General Foods France SA, in Rueil-Malmaison (F), zum Preis von CHF 7'818'710.--, wovon CHF 49'000.-- auf das Grundkapital angerechnet und CHF 7'769'710.-- als Agio gutgeschrieben werden. | | |
| 3 | | Uebernimmt das Geschäft der Amilock AG in Liquidation (bisher: Jacobs Suchard SA (Jacobs Suchard AG) (Jacobs Suchard Ltd)) mit Aktiven und Passiven gemäss Uebernahmevertrag vom 24.7.1991 und Uebernamebilanz per 30.6.1991. | | |
| 13 | | Sacheinlage: Die Gesellschaft übernimmt bei der Kapitalerhöhung vom 05.11.1993 gemäss Sacheinlagevertrag vom 05.11.1993 448 Gesellschaftsanteile an der Kraft General Foods France SA, in Rueil-Malmaison (F), wofür 9 Namenaktien zu CHF 1'000.-- ausgegeben werden. | | |
| 18 | | Sacheinlage: Die Gesellschaft übernimmt bei der Kapitalerhöhung vom 20.8.1996 gemäss Sacheinlagevertrag vom 20.8.1996 eine Stammeinlage der Kraft Manufacturing GmbH, in Bremen (D), zu DM 103'306'500.--, wofür 81'804 Namenaktien zu Fr. 1'000.-- ausgegeben werden. | | |



| Ei | Lö | Zweigniederlassung | Ei | Lö | Zweigniederlassung | Ei | Lö | Zweigniederlassung | Ei | Lö | Zweigniederlassung |
|----|----|--------------------|----|----|--------------------|----|----|--------------------|----|----|--------------------|
| | | | | | | | | | | | |



Handelsregister des Kantons Zürich - Hauptregister

| | | | |
|--------------------|--------------------------------|--------|---|
| CH-020.3.000.864-2 | Kraft Foods Schweiz Holding AG | Zürich | 2 |
|--------------------|--------------------------------|--------|---|

Alle Eintragungen

| Zeil | Ref | TB-Nr | TB-Datum | SHAB | SHAB-Datum | Seite | Zeil | Ref | TB-Nr | TB-Datum | SHAB | SHAB-Datum | Seite |
|------|-----|-------|------------|------|------------|-------|------|-----|---------|------------|-------|------------|-------|
| DE | 1 | 12762 | 28.06.1991 | 132 | 11.07.1991 | 2999 | BE | 15 | 2671 | 06.02.1995 | 29 | 10.02.1995 | 795 |
| DE | 2 | 15738 | 13.08.1991 | 161 | 22.08.1991 | 3679 | LO | 16 | 18882 | 12.09.1995 | 180 | 18.09.1995 | 5163 |
| DE | 3 | 15932 | 15.08.1991 | 163 | 26.08.1991 | 3719 | CA | 17 | 2469 | 05.02.1996 | 28 | 09.02.1996 | 792 |
| CA | 4 | 20938 | 06.11.1991 | 222 | 15.11.1991 | 4905 | LE | 18 | 17862 | 21.08.1996 | 165 | 27.08.1996 | 5144 |
| FUM | 5 | 5920 | 30.03.1992 | 69 | 09.04.1992 | 1598 | SV | 19 | 17267 | 04.08.1997 | 150 | 08.08.1997 | 5664 |
| SM | 6 | 7642 | 30.04.1992 | 90 | 12.05.1992 | 2166 | CA | 20 | 12492 | 08.06.1998 | 111 | 12.06.1998 | 4000 |
| FUM | 7 | 18493 | 03.11.1992 | 221 | 13.11.1992 | 5304 | RR | 21 | B 14275 | 29.06.1998 | B 126 | 03.07.1998 | 4591 |
| BA | 8 | 1383 | 25.01.1993 | 24 | 04.02.1993 | 569 | RR | 22 | 19361 | 02.09.1998 | 173 | 08.09.1998 | 6200 |
| BA | 9 | 6291 | 07.04.1993 | 77 | 22.04.1993 | 1939 | GI | 23 | 23163 | 26.10.1998 | 211 | 30.10.1998 | 7408 |
| SM | 10 | 9869 | 04.06.1993 | 117 | 21.06.1993 | 3202 | ZI | 24 | 10261 | 12.05.1999 | 95 | 19.05.1999 | 3306 |
| RR | 11 | 17765 | 07.09.1993 | 183 | 21.09.1993 | 4942 | CA | 25 | 27239 | 09.12.1999 | 244 | 15.12.1999 | 8482 |
| MR | 12 | 19273 | 24.09.1993 | 196 | 08.10.1993 | 5271 | HI | 26 | 9021 | 12.04.2000 | 77 | 18.04.2000 | 2620 |
| CN | 13 | 23807 | 12.11.1993 | 230 | 25.11.1993 | 6208 | | | | | | | |
| RR | 14 | 9488 | 11.05.1994 | 96 | 19.05.1994 | 2784 | | | | | | | |

Leg: P = Präsident(in) des VR VR = Verwaltungsrat GF = Geschäftsführer(in) EU = Einzelunterschrift
 VP = Vizepräsident(in) des VR Liq= Liquidator(in) b.a= beschränkt auf KU = Kollektivunterschrift
 Del= Delegierte(r) des VR GD = Generaldirektor(in) HS = Hauptsitz EP = Einzelprokura
 M = Mitglied des VR D = Direktor(in) ZN = Zweigniederlassung KP = Kollektivprokura
 S = Sekretär(in) VD = Vizedirektor(in) ZB = Zeichnungsberechtig. Stv= Stellvertreter(in)

| Ei | Ae | Lö | Personalangaben | Funktion | Zeichnungsart |
|----|----|-----|--|--------------------------|---------------|
| 1 | | 5 | Vandevelde, Luc, E., belgischer Staatsangehöriger, in Chambourey (F) | Präsident | KU zu zweien |
| 1 | | 5 | Schärer, Dr. Heinz, von Urdorf, in Meilen | Vizepräsident | KU zu zweien |
| 1 | | 5 | Schäufelberger, Rudolf, von Fischenthal, in Zollikon | Mitglied | KU zu zweien |
| 1 | | 9m | Brinkmann, Dr. Heinz Volker, deutscher Staatsangehöriger, in Zürich | | KU zu zweien |
| 1 | | 19 | Cohen, Dr. Michael, deutscher Staatsangehöriger, in Zollikon | | KU zu zweien |
| 1 | | 6 | Illi, Jean Jacques, von Geuensee, in Hergiswil NW | | KU zu zweien |
| 1 | | 17 | Keenan, John M., Bürger der USA, in Bedford (New York, USA) | | KU zu zweien |
| 1 | | | Moy, Edward J., Bürger der USA, in Chappaqua (New York, USA) | | KU zu zweien |
| 1 | | 16 | Rathje, Rainer, deutscher Staatsangehöriger, in Männedorf | | KU zu zweien |
| 1 | | 8 | Stahel, Rolf, von Elgg, in Winterthur | | KU zu zweien |
| 1 | | 17 | Viault, Raymond Girard, Bürger der USA, in Zürich | | KU zu zweien |
| 1 | | 8m | Winterroth, Charles J., Bürger der USA, in Danbury (Connecticut, USA) | | KU zu zweien |
| 4 | | 21 | Anderau, Walter, von Kilchberg ZH, in Kilchberg ZH | | KU zu zweien |
| 4 | | 16 | Cox, Alan Macgregor, australischer Staatsangehöriger, in Zürich | | KU zu zweien |
| 4 | | 10 | Emma Censi, Alessandra, von Lamone und Olivone, in Bioggio | | KU zu zweien |
| 4 | | 17 | Herzog, Hans, österreichischer Staatsangehöriger, in Zürich | | KU zu zweien |
| 4 | | 7m | Michel, Florence, französische Staatsangehörige, in Neuchâtel | | KU zu zweien |
| 4 | | | Pohl, Hermann, deutscher Staatsangehöriger, in Küssnacht ZH | | KU zu zweien |
| 4 | | 16 | Walsh, Robert, britischer Staatsangehöriger, in Zürich | | KU zu zweien |
| 4 | | 17 | Zinzer, Gerhard, deutscher Staatsangehöriger, in Küssnacht ZH | | KU zu zweien |
| 5 | | 17 | Viault, Raymond, Bürger der USA, in Zürich | Präsident | KU zu zweien |
| 5 | | | Kurer, Dr. Peter, von Berneck, in Herrliberg | Vizepräsident | KU zu zweien |
| 5 | | 22 | Anderau, Walter, von Kilchberg ZH und Gaiserwald, in Kilchberg ZH | Mitglied | KU zu zweien |
| 6 | | 8 | Schäufelberger, Rudolf A., von Fischenthal, in Zollikon | | KU zu zweien |
| 7 | | 14 | McFarlane Michel, Florence, französische Staatsangehörige, in Neuchâtel | | KU zu zweien |
| 8 | | 19 | Winterroth, Charles J., Bürger der USA, in Kilchberg ZH | | KU zu zweien |
| 9 | | 25m | Brinkmann, Dr. Heinz Volker, deutscher Staatsangehöriger, in Zürich | Sekretär (Nichtmitglied) | KU zu zweien |
| 9 | | 11 | Coopers & Lybrand AG, in Zürich | Revisionsstelle | KU zu zweien |
| 10 | | 19m | Mäder, Jean Pierre, von Büchsen, in Ittigen | | KU zu zweien |
| 11 | | 18m | Schweizerische Treuhandgesellschaft Coopers & Lybrand AG, in Zürich | Revisionsstelle | KU zu zweien |
| 14 | | 16 | Emma Censi, Alessandra, von Lamone und Olivone, in Zollikon | | KU zu zweien |
| 14 | | 16 | Graf, Horst G., deutscher Staatsangehöriger, in Zürich | | KU zu zweien |
| 15 | | | Debaste, Constance, französische Staatsangehörige, in Zürich | | KU zu zweien |
| 15 | | | Weiteneder, Hannelore, österreichische Staatsangehörige, in Cortaillod | | KU zu zweien |
| 16 | | 26m | Dreymüller, Dr. Bernd, deutscher Staatsangehöriger, in Zürich | | KU zu zweien |
| 16 | | 19 | Gauthier, Jean Xavier, französischer Staatsangehöriger, in Küssnacht ZH | | KU zu zweien |
| 16 | | 19 | Turner, Geoffrey S., britischer Staatsangehöriger, in Adliswil | | KU zu zweien |
| 16 | | 20 | Walker, Norman C., britischer Staatsangehöriger, in Küssnacht ZH | | KU zu zweien |
| 17 | | 19m | Deromedi, Roger Kevin, Bürger der USA, in Saint-Nom-la-Bretèche (F) | P und Del | KU zu zweien |

Fortsetzung auf der folgenden Seite 3

Zürich, 02.05.2000 15:41

TRADEMARK
REEL: 002166 FRAME: 0419



Handelsregister des Kantons Zürich - Hauptregister

| | | | |
|--------------------|--------------------------------|--------|---|
| CH-020.3.000.864-2 | Kraft Foods Schweiz Holding AG | Zürich | 3 |
|--------------------|--------------------------------|--------|---|

Alle Eintragungen

| Ei | Ae | Lö | Personalangaben | Funktion | Zeichnungsart |
|----|-----|----|--|----------------------------|-------------------------|
| 18 | 25 | | STG-Coopers & Lybrand AG, in Zürich | Revisionsstelle | |
| 19 | 25 | | Deromedi, Roger Kevin, Bürger der USA, in Zumikon | P und Del | KU zu zweien |
| 19 | 23 | | Dollive, James Peter, Bürger der USA, in Kilchberg ZH | | KU zu zweien |
| 19 | 19 | | Mäder, Jean-Pierre, von Büchslen, in Zug | | KU zu zweien |
| 19 | 20m | | Viefhues, Dr. Martin, deutscher Staatsangehöriger, in Fällanden | | KU zu zweien |
| 20 | 25 | | Fink, Aloisius, österreichischer Staatsangehöriger, in Zollikon | | KU zu zweien |
| 20 | 20 | | Viefhues, Dr. Martin, deutscher Staatsangehöriger, in Maur | | KU zu zweien |
| 22 | | | Biedermann, Jürg E., von Zollikon, in Zollikon | Mitglied | KU zu zweien |
| 23 | 24 | | Talma, John Thomas, Bürger der USA, in Zürich | | KU zu zweien |
| 24 | 25m | | Schaufelberger, Rudolf A., von Fischenthal, in Erlenbach ZH | | KU zu zweien |
| 24 | 26m | | Wenisch, Dr. Christoph Sebastian, österreichischer Staatsangehöriger, in Meilen | | KU zu zweien |
| 25 | | | Vogelsang, Franz-Josef, deutscher Staatsangehöriger, in Herrliberg | P und Del | KU zu zweien |
| 25 | 25 | | Schaukelberger, Rudolf A., von Fischenthal, in Erlenbach ZH | Sekretär (Nichtmitglied) | KU zu zweien |
| 25 | 26 | | Brinkmann, Dr. Heinz Volker, deutscher Staatsangehöriger, in Zürich | | KU zu zweien |
| 25 | | | Przewloka-Germer, Sandra, deutsche Staatsangehörige, in Herrliberg | | KU zu zweien |
| 25 | | | PricewaterhouseCoopers AG, in Zürich | Revisionsstelle | |
| 26 | | | Wenisch, Dr. Christoph Sebastian, österreichischer Staatsangehöriger, in Feldmeilen | | KU zu zweien |
| 26 | | | Drey Müller, Dr. Bernd, deutscher Staatsangehöriger, in Richmond (Surrey/GB) | | KU zu zweien |

Zürich, 02.05.2000 15:41

Dieser Auszug aus dem kantonalen Handelsregister hat ohne die nebenstehende Originalbeglaubigung keine Gültigkeit. Er enthält alle gegenwärtig für diese Firma gültigen Eintragungen sowie allfällig seit 28.06.1991 gestrichenen Eintragungen. Auf besonderes Verlangen kann auch ein Auszug erstellt werden, der lediglich alle gegenwärtig gültigen Eintragungen enthält.



Beglaubigter
Auszug
Der Registerführer i.V.

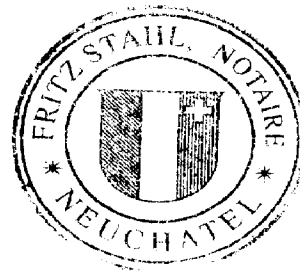
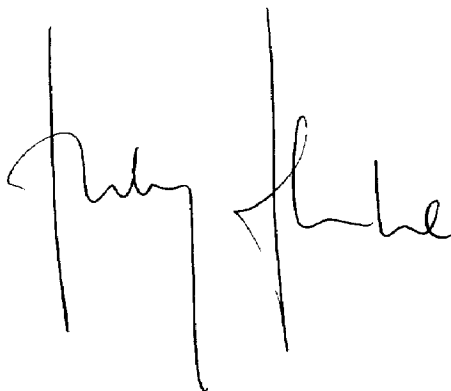


ATTESTATION

I, Fritz Stahl, notary public of Neuchâtel/NE (Switzerland), hereby certify that this document, counting two (2) pages, is a true copy of the original extract of the Register of companies of Zurich concerning Kraft Foods Schweiz Holding AG (Kraft Foods Suisse Holding SA) (Kraft Foods Switzerland Holding Ltd), in Zurich/ZH (Switzerland).

Neuchâtel, this twelfth day of May, two thousand.

R.G. Vol. 29 No 54



Stahl Péquignot Lorenz Calame
Avocats & notaires
Rue du Trésor 9 (place des Halles)
Case postale 544 - 2001 Neuchâtel
Tél. : 032 / 729 02 02 Fax : 032 / 729 02 09
E-mail : splc@vtx.ch

I, Christopher Roy LAKE BA,
translator to RWS Group plc, of Europa House, Marsham Way, Gerrards Cross,
Buckinghamshire, England, hereby declare that I am conversant with the English and German
languages and am a competent translator thereof. I declare further that to the best of my
knowledge and belief the following is a true and correct translation of the accompanying
document in the German language.

Signed this 19th day of May 2000



C. R. LAKE

I do hereby certify that this document)
is signed by CHRISTOPHER ROY LAKE)
for and on behalf of RWS Group plc)
at Gerrards Cross)
on the 19th day of May 2000)



PETER DAVID WILKINSON
NOTARY PUBLIC OF GERRARDS CROSS ENGLAND

Commercial Register of the Canton of Zurich - Main Register

| | | | | | |
|-----------|---------------------|------------|----------|----------------|---|
| Number | Legal Constitution | Entry | Deletion | Transfer from: | |
| 904.632-9 | Joint-stock company | 03.02.1994 | | to: | 1 |

All entries

| Ent | Del | Company name |
|-----|-----|--|
| 0 | | Jacobs Suchard Tobler SA |
| 0 | 1 | (Jacobs Suchard Tobler AG) (Jacobs Suchard Tobler Ltd |
| 1 | | Kraft Jacobs Suchard (Schweiz) AG |
| 1 | 19 | (Kraft Jacobs Suchard (Suisse) SA) (Kraft Jacobs Suchard (Switzerland) Ltd |
| 19 | | Kraft Foods Schweiz AG |
| 19 | | (Kraft Foods Suisse SA) (Kraft Foods Switzerland Ltd) |

| Ref | Registered office |
|-----|---------------------|
| 0 | Formerly: Neuchâtel |
| 1 | Zurich |

| Ref | Capital stock (CHF) | Paid up (CHF) | Stock denomination |
|-----|---------------------------|---------------|------------------------------------|
| 1 | 6,300,000.-- | 6,300,000.-- | 126 Bearer shares at CHF 50,000.-- |
| 5 | 19,800,000.-- | 19,800,000 | 396 Bearer shares at CHF 50,000.-- |
| Ref | Joint venture capital CHF | Paid up (CHF) | Joint venture certificates |
| | | | |

| Ref | Address of the company |
|-----|-------------------------------------|
| 1 | Bellerivestrasse 203 8008 Zurich |

| Ent | Del | Object |
|-----|-----|---|
| 1 | | Dealing, particularly in the Swiss market, in and production of foodstuffs, particularly in the area of chocolate, cocoa, confectionery, coffee and culinary products; may perform any specified services in connection with the above object, acquire, manage, exploit and assign patents, trademarks and technical and industrial knowledge, hold shares in other companies and acquire, manage and sell real estate. |

| Ref | Postal address |
|-----|----------------|
| | |

| Ent | Del | Notes |
|-----|-----|--|
| 1 | | Notices by the company to the shareholders are given by means of a single publication in the "Schweizerisches Handelsamtsblatt" [Swiss official gazette] or, if all shareholders are known, by means of written notice to the shareholders and beneficiaries. |
| 1 | | The facts deleted prior to registration in the Canton of Zurich, and any earlier dates of articles of association or journal and "Schweizerisches Handelsamtsblatt" quotations may be inspected in the extract from the register for the former registered office, which is with the commercial register files that have been filed. |

| Ref | Date of articles of association |
|-----|---------------------------------|
| 1 | 20.12.1993 |
| 5 | 10.01.1995 |
| 19 | 04.04.2000 |

| Ent | Del | Non-cash contributions, tangible asset take-overs, special benefits, bonus certificates |
|-----|-----|---|
| 1 | | At the time of the increase in capital on 16 May 1998, the company took over Jacobs Café AG, of Neuchâtel, Jacobs Suchard Export AG, of Neuchâtel, and Coffex AG, of Neuhausen am Rheinfall, by means of merger. Assets of CHF 26,850,803.-- and liabilities of CHF 17,409,036.-- of Jacobs Café AG, assets of CHF 12,089,564.-- and liabilities of CHF 6,875,149.-- of Jacobs Suchard Export AG and assets of CHF 5,142,016.-- and liabilities of CHF 2,708,498.-- of Coffex AG were transferred to the company by means of universal succession in accordance with merger balance sheets as at 31 December 1987; the amount of the increase was paid up in accordance with the merger contracts. In exchange, the shareholders of Jacobs Café AG received 30 fully paid-up bearer shares at CHF 50,000.--, the shareholders of Jacobs Suchard Export AG received one such share and the shareholders of Coffex AG received 15 such shares from the company taking over. |
| 5 | | Non-cash contribution: at the time of the capital increase on 10 January 1995, the company took over the business of the joint-stock company Chocolat Tobler, of Berne, which, according to the take-over balance sheet as at 31 December 1993 had assets of CHF 42,760,001.-- and liabilities of CHF 13,595,133.--, in exchange for which 270 bearer shares at CHF 50,000.-- were issued. |
| 11 | | Merger: the company took over Kaffee Hag AG, of Meilen, by way of merger. Assets of CHF 18,129,558.-- and liabilities of CHF 0.-- were transferred to the company by means of universal succession in accordance with the merger contract of 23 May 1996 and the merger balance sheet as at 16 December 1995, the company already owning all shares in the company taken over. These shares were cancelled at that time and the share capital of the company taking over remained unchanged. |
| 19 | | Merger: the company took over Kraft Jacobs Suchard Management and Consulting AG, of Zurich, by way of merger. Assets of CHF 20,485,472.-- and liabilities of CHF 12,358,923.-- were transferred to the company by means of universal succession in accordance with the merger contract of 27 March 2000 and the merger balance sheet as at 11 December 1999, the company already owning all shares in the company taken over. These shares were cancelled at that time and the share capital of the company taking over remained unchanged. |

| Ref | Publication medium |
|-----|----------------------------------|
| 1 | Schweizerisches Handelsamtsblatt |

| Ent | Del | Branch office | Ent | Del | Branch office | Ent | Del | Branch office | Ent | Del | Branch office |
|-----|-----|---------------|-----|-----|---------------|-----|-----|---------------|-----|-----|---------------|
| 3 | | Neuchâtel | | | | | | | | | |

Commercial Register of the Canton of Zurich - Main Register

| | | | |
|-----------|------------------------|--------|---|
| 004.632-9 | Kraft Foods Schweiz AG | Zurich | 2 |
|-----------|------------------------|--------|---|

| | Ref | Journal No. | Journal Date | SHAB | SHAB Date | Page | Symbol | Ref | Journal No. | Journal Date | SHAB | SHAB Date | Page |
|----|-----|-------------|--------------|------|------------|------|--------|-----|-------------|--------------|------|------------|------|
| MS | 1 | 2474 | 03.02.1994 | 29 | 10.02.1994 | 807 | CA | 12 | 24331 | 11.11.1996 | 223 | 15.11.1996 | 7036 |
| ZI | 2 | 4855 | 09.03.1994 | 53 | 16.03.1994 | 1434 | LO | 13 | 3101 | 10.02.1997 | 30 | 14.02.1997 | 1002 |
| CA | 3 | 6349 | 29.03.1994 | 67 | 07.04.1994 | 1854 | RR | 14 | 25641 | 10.11.1997 | 220 | 14.11.1997 | 8285 |
| ZI | 4 | 13409 | 30.06.1994 | 130 | 07.07.1994 | 3800 | RR | 15 | 19359 | 02.09.1998 | 173 | 08.09.1998 | 6200 |
| MS | 5 | 1962 | 26.01.1995 | 22 | 01.02.1995 | 602 | SV | 16 | 4618 | 25.02.1999 | 43 | 03.03.1999 | 1410 |
| GI | 6 | 3995 | 21.02.1995 | 40 | 27.02.1995 | 1108 | RS | 17 | 21074 | 21.09.1999 | 187 | 27.09.1999 | 6590 |
| PB | 7 | B9281 | 05.05.1995 | B91 | 11.05.1995 | 2627 | GI | 18 | 408 | 05.01.2000 | 7 | 11.01.2000 | 186 |
| RR | 8 | 15842 | 31.07.1995 | 150 | 07.08.1995 | 4411 | HI | 19 | 9065 | 12.04.2000 | 77 | 18.04.2000 | 2621 |
| LO | 9 | 18881 | 12.09.1995 | 180 | 18.09.1995 | 5163 | | | | | | | |
| CA | 10 | 9065 | 26.04.1996 | 85 | 02.05.1996 | 2506 | | | | | | | |
| SP | 11 | 12058 | 07.06.1996 | 113 | 13.06.1996 | 3495 | | | | | | | |

| | | | | |
|-----|---|--------------------------|-------------------------|----------------------|
| Key | P = Chairman (woman) of the Board of Management | VR = Board of Management | GF = Managing Director | EU = Sole signature |
| | VP = Vice chairman (woman) of the Board of Management | Liq = Liquidator | ltd. to = limited to | KU = Joint signature |
| | Del = Delegate of the Board of Management | GD = General Manager | HS = Main office | EP = Sole procura |
| | M = Member of the Board of Management | D = Director | ZB = Branch office | KP = Joint procura |
| | S = Secretary | VD = Deputy Director | ZB = Authorized to sign | Stv = Representative |

| Ent | Amend | Del | Personal details | Capacity | Type of signature |
|-----|-------|-----|---|-----------------|------------------------------|
| 1 | | 15 | Anderau, Walter, from Kilchberg ZH and Gaiserwald, in Kilchberg ZH | Chairman | Joint signature with another |
| 1 | | 15m | Pohl, Hermann H., German citizen, in Küsnacht ZU | Member | Joint signature with another |
| 1 | | 4m | Schaufelberger, Rudolf A., from Fischenthal, in Neuenburg | Member | Joint signature with another |
| 1 | | 2m | Biedermann, Jürg B., from Zollikon, in Zollikon | Director | Joint signature with another |
| 1 | | 2m | Fischbach, Volker, German citizen, in Uehandenn | Director | Joint signature with another |
| 1 | | 2m | Gerber, Markus from Schangnau, in Münsingen | Director | Joint signature with another |
| 1 | | 2m | Kirchhofer, Kurt, from Basle, in Bôle | Director | Joint signature with another |
| 1 | | 2m | Picht, Constantin, from Vanderens, in St Aubin Sauges | Director | Joint signature with another |
| 1 | | 1 | Ryan, Timoty Patrick, USA citizen, in Ligerz | Director | Joint signature with another |
| 1 | | 2m | Stefani, Martin from Louggern, in Corcelles Cormondreche | Director | Joint signature with another |
| 1 | | 2m | Amara, Sebastiano, from Pesoux, in Marin Epagnier | Deputy-Director | Joint signature with another |
| 1 | | 2m | Beetocher, René, from Lenk, in Könis | Deputy-Director | Joint signature with another |
| 1 | | 2m | Bütikofer, Peter, from Ersigen, in Wehlen bei Bern | Deputy-Director | Joint signature with another |
| 1 | | 1 | Efeller, Urs, from Röttenbach in Emmental, in Pesoux | Deputy-Director | Joint signature with another |
| 1 | | 1 | Janvier, Erich, French citizen, in Fontainemelon | Deputy-Director | Joint signature with another |
| 1 | | 2m | Jequier, Jean Pierre, from Fleurier, in Les Conoveys sur Coffrane | Deputy-Director | Joint signature with another |
| 1 | | 1 | Jost, Leo, from Nottwil, in Kloten | Deputy-Director | Joint signature with another |
| 1 | | 1 | Kaiser, Jean Bruno, from Lommis and Tobel, in Bevaix | Deputy-Director | Joint signature with another |
| 1 | | 1 | Khahirpour, Ramin, Luxembourg citizen, in Neuenburg | Deputy-Director | Joint signature with another |
| 1 | | 2m | Moser, Hans Martin, from Zollikofen, in Cortailod | Deputy-Director | Joint signature with another |
| 1 | | 2m | Müller, Jakob, from Zihlschlacht, in Pesoux | Deputy-Director | Joint signature with another |
| 1 | | 1m | Portenier, Jean Pierre, from Moikirch, in Neuenburg | Deputy-Director | Joint signature with another |
| 1 | | 1 | Taylor, Christopher, British citizen, in Colombier | Deputy-Director | Joint signature with another |
| 1 | | 1 | Weber, Horst, German citizen, in Bôle | Deputy-Director | Joint signature with another |
| 1 | | 1 | Wiederkehr, Victor J., from Spreitenbach, in Pully | Deputy-Director | Joint signature with another |
| 1 | | 1 | Zaugg, Rudolf, from Hüderswil in Kirchlindach | Deputy-Director | Joint signature with another |
| 1 | | 1 | Baxter, John, US citizen, in Berne | | Joint signature with another |
| 1 | | 1 | Jones, Gary, US citizen in Stettler | | Joint signature with another |
| 1 | | 6 | Luscher, Erich, from Moosleerau and Starkkirch Wil, in Colombier | | Joint signature with another |
| 1 | | 4 | McFarlane, Florence, French citizen, in Auvornier | | Joint signature with another |
| 1 | | 14 | Paul, Michael, German citizen, in Berne | | Joint signature with another |
| 1 | | 1 | Wijn, Annemieke, Dutch citizen in Stottlen | | Joint signature with another |
| 1 | | 6 | Barbaoul, Renate, German citizen, in Neuenburg | | Joint procura with another |
| 1 | | 7m | Birrer, Arthur from Mauensee and Luthern, in Erlinsbach | | Joint procura with another |
| 1 | | 7m | Bevay, Yvec, from Correvon, in Savagnier | | Joint procura with another |
| 1 | | 1 | Bretscher, Roland, from Winterthur, in Bôle | | Joint procura with another |
| 1 | | 7m | Bühler, Ambrosia, from Weesen, in Boudry | | Joint procura with another |
| 1 | | 1 | Bürgi, Hans Peter, from Egnach in Cortailod | | Joint procura with another |
| 1 | | 1 | Christen, Paul, from Wolfonschiessen in Ennetbürgen | | Joint procura with another |
| 1 | | 1 | Ciurca, Ion, Stateless in Pesoux | | Joint procura with another |
| 1 | | 6 | Courvoisier, François, from Le Loole and La Chaux de Fonds, in Bôle | | Joint procura with another |
| 1 | | 6 | Crettex, Stéphane, from Orsières, in Le Mont-sur-Lausanne | | Joint procura with another |
| 1 | | 1 | Dorpland, Claude, from Grandson, in Neuenburg | | Joint procura with another |
| 1 | | 1m | Dietel, Heinz, German citizen, in Rümlang | | Joint procura with another |
| 1 | | 1 | Flühmann, Urs, from Brienzwiler, in Basle | | Joint procura with another |
| 1 | | 7m | Fluri, René from Olten, in Chabrey | | Joint procura with another |
| 1 | | 1 | Freuchiger, Rudolf, from Wyenachen, in Oetwil am See | | Joint procura with another |

All entries

| Ent | Amend | Del | Personal details | Capacity | Type of signature |
|-----|-------|-----|---|-----------------|---|
| 1 | | 1 | Frei, Herbert, from Oberehrendingen, in Berne | | Joint procura with another |
| 1 | | 1 | Fortwangler, Arnold, from Zurich, in Neuenburg | | Joint procura with another |
| 1 | | 4m | Gautier, Gilles, from Geneva, in Lausanne | | Joint procura with another |
| 1 | | 7m | Gilgen, Oskar, from Rüeggisberg, in Schlieren | | Joint procura with another |
| 1 | | 7m | Glanzmann, Peter, from Hasle bei Burgdorf, in Reinsach BL | | Joint procura with another |
| 1 | | 1 | Gmünder, Marcel, from Appenzell, in Appenzell | | Joint procura with another |
| 1 | | 7m | Hefer, Urs, from Diemorswil, in Heimberg | | Joint procura with another |
| 1 | | 1 | Huguenin, François, from La Brévine and Le Léele, in Neuenburg | | Joint procura with another |
| 1 | | 4 | Iff, Marianne, from Auswil, in Inc | | Joint procura with another |
| 1 | | 7m | Isely, Jacques, from Le Léele, in Auvornier | | Joint procura with another |
| 1 | | 1 | Jacquier, Jean Pierre, from Corsier, in Butry | | Joint procura with another |
| 1 | | 7m | Keller, Meinrad, from Zurich and Freienbach, in Neuenburg | | Joint procura with another |
| 1 | | 7m | Maeder, Jean Pierre, from Büchelen and Lurtigen, in Ittigen | | Joint procura with another |
| 1 | | 7m | Misteli, Elisabeth, from Basle, in Marin Epagnier | | Joint procura with another |
| 1 | | 7m | Navratil, Victoria, from Wohlen at Berne, in Wohlen at Berne | | Joint procura with another |
| 1 | | 7m | Pauchard, Gilbert, from Freiburg, in Berne | | Joint procura with another |
| 1 | | 1 | Pierratte, Susanne, from Berne and Seeburg, in Neuenburg | | Joint procura with another |
| 1 | | 7m | Sandes, Edith, from La Chaux de Fonds and Orvin, in Pesoux | | Joint procura with another |
| 1 | | 6m | Schaufberger, Jörg, from Dürnten, in Neuenburg | | Joint procura with another |
| 1 | | 1 | Schenkel, Hans Jörg, from Lindau and Felben Wollhausen, in Boudry | | Joint procura with another |
| 1 | | 1 | Schmucker, Hans, German citizen, in Urtenen | | Joint procura with another |
| 1 | | 7m | Schüpbach, Rudolf, from Zikzwil, in Laupen | | Joint procura with another |
| 1 | | 7m | Studer, Pierre André, from Balsthal, in Cornier | | Joint procura with another |
| 1 | | 1 | Zehnder, André, from Briswil, in Neuenburg | | Joint procura with another |
| 1 | | 1 | Société Fiduciaire Suisse Coopers & Lybrand SA, Geneva Branch office, in Geneva | Auditors | |
| | 1 | 2m | Hortener, Jean Pierre, from Meikirch, in Colombier | Deputy Director | Joint signature with another |
| | 1 | 7m | Bietel, Heinz, from Bangerten at dieterswil, in Rümlang | | Joint procura with another |
| 1 | | 12m | Schweizerische Treuhandgesellschaft Coopers & Lybrand AG, in Zurich | Auditors | |
| | 2 | | Amara, Sebastiano, from Pesoux, in Marin Epagnier | | Joint signature with another |
| | 2 | 19 | Beetschen, René, from Lenk, in Köniz | | Joint signature with another |
| | 2 | 15m | Biedermann, Jürg E., von Zelliken, in Zelliken | | Joint signature with another |
| | 2 | | Bütikofer, Peter, from Ersigen, in Wohlen at Berne | | Joint signature with another |
| | 2 | | Fischbach, Volker, German citizen, in Echandens | | Joint signature with another |
| | 2 | | Flühmann, Urs, from Brienzwiler, in Basle | | Joint signature with another |
| 2 | | 18 | Frauchiger, Rudolf, from Wyssachen, in Oetwil am See | | Joint signature with another |
| | 2 | 8m | Gerber, Marcus, from Schangnau, in Münsingen | | Joint signature with another |
| | 2 | 6m | Gmünder, Marcel, from Appenzell, in Appenzell | | Joint signature with another |
| | 2 | | Jequier, Jean-Pierre, from Fleurier, in Les Conveys-sur-Coffrane | | Joint signature with another |
| 2 | | | Jost, Leo, from Nottwil, in Kloten | | Joint signature with another |
| | 2 | 16 | Kirchhofer, Kurt, from Basle, in Bôle | | Joint signature with another |
| | 2 | 14 | Meser, Hans Martin, from Zollikofen, in Cortaillod | | Joint signature with another |
| | 2 | 4 | Müller, Jakob, from Zihlschlacht, in Pesoux | | Joint signature with another |
| | 2 | 8 | Picht, Constantin, from Vauderens, in St Aubin Sauges | | Joint signature with another |
| | 2 | | Portenier, Jean-Pierre, from Meikirch, in Colombier | | Joint signature with another |
| | 2 | 6 | Stefani, Martin, from Louggem, in Corcelles Cormondreche | | Joint signature with another |
| 2 | | | Wiederkehr, Viktor, from Spreitenbach, in Pully | Member | Joint signature with another |
| | 4 | | Schaufberger, Rudolf A., from Fischenthal, in Erlonbach ZH | | Joint signature with another |
| 4 | | 9 | Emma Genci, Alessandra, from Olivone and Lamone, in Zelliken | | Joint signature with another |
| | 4 | | Thiébaud, Jean-François, from Buttes, in Savagnier | | Joint signature with another |
| | 4 | 6 | Gautier, Gilles, from Geneva, in Zurich | | Joint signature with another |
| | 6 | 15 | Gmünder, Marcel, from Appenzell, in Gotwil am See | | Joint signature with another ltd to main office |
| 6 | | 14 | Baechler, Christoph, from Root, in Zug | | Joint signature with another ltd to main office |
| 6 | | 13 | Basler, Roger, from Küttigen, in Küttigen | | Joint signature with another ltd to main office |
| 6 | | | Debaste, Constance, French citizen, in Zurich | | Joint signature with another ltd to main office |
| 6 | | 15m | Degiorgi, Enrico Claudio, from Lugano, in Gletterene | | Joint signature with another ltd to main office |
| 6 | | 14m | Dietrich, Regula, from Eggersriet, in Zurich | | Joint signature with another ltd to main office |
| 6 | | 16m | Fehr, Andreas, from Zurich, in Hünenberg | | Joint signature with another ltd to main office |
| 6 | | 13 | Geneeand, David, from Plan les Ouates, in Neuchâtel | | Joint signature with another ltd to main office |

Commercial Register of the Canton of Zurich - Main Register

| | | | |
|--------------------|------------------------|--------|---|
| CH-020.3.004.632-9 | Kraft Foods Schweiz AG | Zurich | 4 |
|--------------------|------------------------|--------|---|

All entries

| Ent | Amend | Del | Personal details | Capacity | Type of signature |
|-----|-------|-----|---|----------|--|
| 6 | | 16 | Gnägi, Barbara, from Bollmund and Zurich, in Zurich | | Joint signature with another Ltd to main office |
| 6 | | 10 | Holenstein, Markus, from Udligenswil and Bütsehvil, in Maschwenden | | Joint signature with another Ltd to main office |
| 6 | | 14m | Liechti, Andreas, from Basle, in Zurich | | Joint signature with another Ltd to main office |
| 6 | | 13 | Lorimier, Paul Henri, from Fenin Vilaro-Suales, in Thônex | | Joint signature with another Ltd to main office |
| 6 | | 10 | Martignoni, Renate, from Gerra (Cambarogne), in Erlenbach, ZH | | Joint signature with another Ltd to main office |
| 6 | | 8 | Reidener, Urs, from Untereggen, in Küssnacht ZH | | Joint signature with another Ltd to main office |
| 6 | | 15 | Sciaranetti, Romeo, from Personico, in Küssnacht ZH | | Joint signature with another Ltd to main office |
| 6 | | | Weitenoder, Hannelore, Austrian citizen, in Cortaillod | | Joint signature with another Ltd to main office |
| 6 | 7m | | Schaufelberger, Jörg, from Dürnten, in Zumikon | | Joint signature with another Ltd to main office |
| 7 | | | Birrer, Arthur, from Mauensee and Luthern, in Erlinsbach | | Joint signature with another |
| 7 | 10 | | Bevay, Yves, from Correvon, in Savagnier | | Joint signature with another |
| 7 | | | Bühler, Ambrosia, from Weesen, in Boudry | | Joint signature with another |
| 7 | 16 | | Dietel, Heinz, from Bangerten at Dieterswil, in Rümlang | | Joint signature with another |
| 7 | | | Fluri, René, from Olten, in Chabrey | | Joint signature with another |
| 7 | 14 | | Gilgon, Oskar, from Rüeggisberg, in Schlieren | | Joint signature with another |
| 7 | | | Glanzmann, Peter, from Hasle at Burgdorf, in Reinach BL | | Joint signature with another |
| 7 | | | Hofer, Urs, from Diemerswil, in Heimborg | | Joint signature with another |
| 7 | 10 | | Iseley, Jacques, from Le Léele, in Auvernier | | Joint signature with another |
| 7 | | | Keller, Meinrad, from Zurich and Freienbach, in Neuenburg | | Joint signature with another |
| 7 | 19m | | Mäder, Jean Pierre, from Büchslen and Lurtigen, in Illigen | | Joint signature with another |
| 7 | | | Misteli, Elisabeth, from Basle, in Marin-Epagnier | | Joint signature with another |
| 7 | | | Navratil, Victoria, from Wohlen at Berne, in Wohlen at Berne | | Joint signature with another |
| 7 | | | Pauchard, Gilbert, from Freiburg, in Berne | | Joint signature with another |
| 7 | 18 | | Sandoz, Edith, from La Chaux de Fonds and Orvin, in Peseux | | Joint signature with another |
| 7 | 8 | | Schaufelberger, Jörg, from Dürnten, in Zumikon | | Joint signature with another |
| 7 | | | Schüpbach, Rudolf, from Zäziwil, in Laupon | | Joint signature with another |
| 7 | 14 | | Studer, Pierre André, from Balsthal, in Cormier | | Joint signature with another |
| 7 | 15 | | Gerber, Markus M., from Schangnau, in Mädingen | | Joint signature with another |
| 9 | 19m | | Dreymüller, Dr. Bernd, German citizen, in Zurich | | Joint signature with another |
| | 12 | 17 | STG Coopers & Lybrand AG, in Zurich | Auditors | |
| | 14 | | Dietrich, Regula, from Eggersriet, in Maur | | Joint signature with another |
| | 14 | | Liechti, Andreas, from Basle, in Bottmingen | | Joint signature with another |
| | 15 | | Pohl, Hermann H., German citizen, in Küssnacht ZH | Chairman | Joint signature with another |
| | 15 | | Biedermann, Jürg E., from Zollikon, in Zollikon | Member | Joint signature with another |
| 15 | 19 | | Ciurea, Ion Constantin, from Peseux, in Biel BE | | Joint signature with another |
| | 15 | 16m | Degiorgi, Enrico Claudio, from Lugano, in Neuchâtel | | Joint signature with another Ltd to main office |
| | 16 | | Degiorgi, Enrico-Claudio, from Lugano, in Neuchâtel | | Joint signature with another |
| | 16 | | Fehr, Andreas, from Zurich, in Hünenberg | | Joint signature with another |
| 17 | | | PricewaterhouseCoopers AG, in Zurich | Auditors | |
| 18 | | | Küsel, Monika, German citizen, in Berne | | Joint signature with another |
| 18 | | | Przewloka-Germer, Sandra, German citizen, in Herrliborg | | Joint signature with another |
| 18 | | | Viefhues, Dr. Martin, German citizen, in Maur | | Joint signature with another |
| | 19 | | Mäder, Jean-Pierre, from Büchslen and Lurtigen, in Zug | | Joint signature with another |
| | 19 | | Dreymüller, Dr. Bernd, German citizen, in Richmond (Surrey/GB) | | Joint signature with another |

Zurich, 02.05.2000 15:46

[Stamp of the Commercial Register
Office of the Canton of Zurich]
Certified extract
p.p. the Registry
[signature]

This extract from the Cantonal Commercial Register is not valid without the adjoining original certification. It contains all the entries which are currently valid for this company and any entries deleted since 03.02.1994. If specifically requested, an extract which contains only all the entries which are currently valid can also be drawn up.



Handelsregister des Kantons Zürich - Hauptregister

| | | | | | |
|------------------------------------|-----------------------------------|--------------------------|----------|-----------------------|---|
| Firmennummer CH-020.3.004.632-9 | Rechtsnatur Aktiengesellschaft | Eintragung 01.02.1994 | Löschung | Übertrag von: auf: | 1 |
|------------------------------------|-----------------------------------|--------------------------|----------|-----------------------|---|

Alle Eintragungen

| Ei | Lö | Firma | Ref | Sitz |
|----|----|---|-----|-------------------|
| 0 | | Jacobs Suchard Tobler SA | 0 | bisher: Neuchâtel |
| 0 | 1 | (Jacobs Suchard Tobler AG) - (Jacobs Suchard Tobler Ltd) | 1 | Zürich |
| 1 | | Kraft Jacobs Suchard (Schweiz) AG | | |
| 1 | 19 | (Kraft Jacobs Suchard (Suisse) SA) - (Kraft Jacobs Suchard (Switzerland) Ltd) | | |
| 19 | | Kraft Foods Schweiz AG | | |
| 19 | | (Kraft Foods Suisse SA) (Kraft Foods Switzerland Ltd) | | |

| Ref | Aktienkapital (CHF) | Liberierung (CHF) | Aktien-Stückelung | Ref | Adresse der Firma |
|-----|-------------------------|-------------------------|---|-----|----------------------|
| 1 | 6'300'000.-- | 6'300'000.-- | 126 Inhaberaktien zu CHF 50'000.-- | 1 | Bellerivestrasse 203 |
| 5 | 19'800'000.-- | 19'800'000.-- | 396 Inhaberaktien zu CHF 50'000.-- | | 8008 Zürich |

| Ref | PS-Kapital (CHF) | Liberierung (CHF) | Partizipationschein |
|-----|------------------|-------------------|---------------------|
| | | | |

| Ei | Lö | Zweck | Ref | Postadresse |
|----|----|--|-----|-------------|
| 1 | | Handel, insbesondere im schweizerischen Markt, und Produktion von Lebensmitteln, insbesondere im Bereich Schokolade-, Kakao-, Süswaren-, Kaffee- und kulinarische Produkte; kann sämtliche im Zusammenhang mit vorstehendem Zweck genannten Dienstleistungen erbringen, Patente, Handelsmarken und technische und industrielle Kenntnisse erwerben, verwalten, verwerten und übertragen, sich an anderen Unternehmen beteiligen sowie Grundeigentum erwerben, verwalten und veräußern. | | |

| Ei | Lö | Bemerkungen | Ref | Statutendatum |
|----|----|---|-----|---------------|
| 1 | | Mitteilungen der Gesellschaft an die Aktionäre erfolgen durch einmalige Publikation im SHAB oder, sofern alle Aktionäre bekannt sind, durch schriftliche Mitteilung an die Aktionäre und Nutzniesser. | 1 | 20.12.1993 |
| | | Die vor der Eintragung im Kanton Zürich gestrichenen Tatsachen, sowie allfällige frühere Statutendaten oder Tagebuch- und SHAB-Zitate können im Registerauszug des bisherigen Sitzes, welcher bei den abgelegten Handelsregisterakten liegt, eingesehen werden. | 5 | 10.01.1995 |
| | | | 19 | 04.04.2000 |

| Ei | Lö | Sacheinlagen, Sachübernahmen, beson. vorteile, Genussscheine | Ref | Publikationsorgan |
|----|----|---|-----|-------------------|
| 1 | | Die Gesellschaft übernahm bei der Kapitalerhöhung vom 16.05.1988 die Jacobs Café AG, in Neuchâtel, die Jacobs Suchard Export AG, in Neuchâtel, und die Coffex AG, in Neuhausen am Rheinfall, durch Fusion. Aktiven von CHF 26'850'803.-- und Passiven von CHF 17'409'036.-- der Jacobs Café AG, Aktiven von CHF 12'089'564.-- und Passiven von CHF 5'875'149.-- der Jacobs Suchard Export AG sowie Aktiven von CHF 5'142'016.-- und Passiven von CHF 2'708'498.-- der Coffex AG gingen gemäss Fusionsbilanzen per 31.12.1987 durch Universalukzession auf die Gesellschaft über; der Erhöhungsbetrag wurde entsprechend den Fusionsverträgen liberiert. Die Aktionäre der Jacobs Café AG erhielten dafür 30 vollliberierte Inhaberaktien zu CHF 50'000.--, die Aktionäre der Jacobs Suchard Export AG 1 solche Aktie und die Aktionäre der Coffex AG 15 solche Aktien der übernehmenden Gesellschaft. | 1 | SHAB |
| 5 | | Sacheinlage: Die Gesellschaft übernimmt bei der Kapitalerhöhung vom 10.01.1995 das Geschäft der Aktiengesellschaft Chocolat Tobler, in Bern, gemäss Übernahmebilanz per 31.12.1993 mit Aktiven von CHF 42'760'001.-- und Passiven von CHF 13'595'133.--, wofür 270 Inhaberaktien zu CHF 50'000.-- ausgegeben werden. | | |
| 11 | | Fusion: Die Gesellschaft übernimmt auf dem Wege der Fusion die Kaffee Hag AG, in Mellen. Aktiven von CHF 18'129'558.-- und Passiven von CHF 0.-- gehen gemäss Fusionsvertrag vom 23.05.1996 und Fusionsbilanz per 16.12.1995 durch Universalukzession an die Gesellschaft über, die bereits sämtliche Aktien der übernommenen Gesellschaft besitzt. Dabei erlöschen diese Aktien, und das Aktienkapital der übernehmenden Gesellschaft bleibt unverändert. | | |
| 19 | | Fusion: Die Gesellschaft übernimmt auf dem Wege der Fusion die Kraft Jacobs Suchard Management & Consulting AG, in Zürich. Aktiven von CHF 20'488'472.-- und Passiven von CHF 12'358'923.-- gehen gemäss Fusionsvertrag vom 27.03.2000 und Fusionsbilanz per 11.12.1999 durch Universalukzession auf die Gesellschaft über, die bereits sämtliche Aktien der übernommenen Gesellschaft besitzt. Dabei erlöschen diese Aktien, und das Aktienkapital der übernehmenden Gesellschaft bleibt unverändert. | | |

| Ei | Lö | Zweigniederlassung | Ei | Lö | Zweigniederlassung | Ei | Lö | Zweigniederlassung | Ei | Lö | Zweigniederlassung |
|----|----|--------------------|----|----|--------------------|----|----|--------------------|----|----|--------------------|
| 3 | | Neuchâtel | | | | | | | | | |

Zürich, 02.05.2000 15:46

Fortsetzung auf der folgenden Seite 2



Handelsregister des Kantons Zürich - Hauptregister

| | | | |
|--------------------|------------------------|--------|---|
| CH-020.3.004.632-9 | Kraft Foods Schweiz AG | Zürich | 2 |
|--------------------|------------------------|--------|---|

Alle Eintragungen

| Zeil | Ref | TB-Nr | TB-Datum | SHAB | SHAB-Datum | Seite | Zeil | Ref | TB-Nr | TB-Datum | SHAB | SHAB-Datum | Seite |
|------|-----|-------|------------|------|------------|-------|------|-----|-------|------------|------|------------|-------|
| MS | 1 | 2474 | 03.02.1994 | 29 | 10.02.1994 | 807 | CA | 12 | 24331 | 11.11.1996 | 223 | 15.11.1996 | 7036 |
| ZI | 2 | 4855 | 09.03.1994 | 53 | 16.03.1994 | 1434 | LC | 13 | 3101 | 10.02.1997 | 30 | 14.02.1997 | 1002 |
| CA | 3 | 6349 | 29.03.1994 | 67 | 07.04.1994 | 1854 | RR | 14 | 25641 | 10.11.1997 | 220 | 14.11.1997 | 8285 |
| ZI | 4 | 13409 | 30.06.1994 | 130 | 07.07.1994 | 3800 | RR | 15 | 19359 | 02.09.1998 | 173 | 08.09.1998 | 6200 |
| MS | 5 | 1962 | 26.01.1995 | 22 | 01.02.1995 | 602 | SV | 16 | 4618 | 25.02.1999 | 43 | 03.03.1999 | 1410 |
| GI | 6 | 3995 | 21.02.1995 | 40 | 27.02.1995 | 1108 | RS | 17 | 21074 | 21.09.1999 | 187 | 27.09.1999 | 6590 |
| PR | 7 | 9281 | 05.05.1995 | B | 11.05.1995 | 2627 | GI | 16 | 408 | 05.01.2000 | 7 | 11.01.2000 | 166 |
| RR | 8 | 15842 | 31.07.1995 | 150 | 07.08.1995 | 4411 | HI | 18 | 9065 | 12.04.2000 | 77 | 18.04.2000 | 2621 |
| LO | 9 | 18881 | 12.09.1995 | 180 | 18.09.1995 | 5163 | | | | | | | |
| CA | 10 | 9065 | 26.04.1996 | 85 | 02.05.1996 | 2506 | | | | | | | |
| SP | 11 | 12058 | 07.06.1996 | 113 | 13.06.1996 | 3495 | | | | | | | |

Leg. P = Präsident(in) des VR VR = Verwaltungsrat GF = Geschäftsführer(in) EU = Einzelunterschrift
 VP = Vizepräsident(in) des VR Liq = Liquidator(in) b.a = beschränkt auf KU = Kollektivunterschrift
 Del = Delegierte(r) des VR CD = Generaldirektor(in) HS = Hauptsitz EP = Einzelprokura
 M = Mitglied des VR D = Direktor(in) ZN = Zweigniederlassung KP = Kollektivprokura
 S = Sekretär(in) VD = Vizedirektor(in) ZB = Zeichnungsberechtig. Stv. = Stellvertreter(in)

| Et | Ac | Lo | Personalangaben | Funktion | Zeichnungsart |
|----|----|-----|--|---------------|---------------|
| 1 | | 15 | Andreas Walter, von Kilsberg im und Gaiserwald, in Kilsberg im | Präsident | KU zu zweien |
| 1 | | 15a | Karl Hermann H., deutscher Staatsangehöriger, in Kilsberg im | Mitglied | KU zu zweien |
| 1 | | cm | Schaeffelberger, Rudolf A., von Fischenthal, in Neuenburg | Mitglied | KU zu zweien |
| 1 | | 2m | Biederman, Jörg S., von Zellikon, in Zellikon | Direktor | KU zu zweien |
| 1 | | 2m | Fischbach, Volker, deutscher Staatsangehöriger, in Behandern | Direktor | KU zu zweien |
| 1 | | 2m | Gerber, Markus, von Schangnau, in Münsingen | Direktor | KU zu zweien |
| 1 | | 2m | Kirchhofer, Kurt, von Basel, in Bôle | Direktor | KU zu zweien |
| 1 | | 2m | Dicht, Constantin, von Vandens, in St. Aubin Sauges | Direktor | KU zu zweien |
| 1 | | 2m | Ryan, Timothy Patrick, Bürger der USA, in Ligery | Direktor | KU zu zweien |
| 1 | | 2m | Gefrani, Martin, von Luggerin, in Certelles Cormondrèche | Direktor | KU zu zweien |
| 1 | | 2m | Amara, Sebastiano, von Pecour, in Marin Epagnier | Vize-Direktor | KU zu zweien |
| 1 | | 2m | Beetscher, René, von Leuk, in Künis | Vize-Direktor | KU zu zweien |
| 1 | | 2m | Bürkihofer, Peter, von Brüggen, in Wohlen bei Bern | Vize-Direktor | KU zu zweien |
| 1 | | 1 | Gfeller, Urs, von Rötchenbach im Emmental, in Pesoux | Vize-Direktor | KU zu zweien |
| 1 | | 1 | Janvier, Erich, französischer Staatsangehöriger, in Fontainemelon | Vize-Direktor | KU zu zweien |
| 1 | | 2m | Jequier, Jean Pierre, von Fleurier, in Les Geneveys sur Giffrane | Vize-Direktor | KU zu zweien |
| 1 | | 1 | Jost, Leo, von Nottwil, in Kloten | Vize-Direktor | KU zu zweien |
| 1 | | 1 | Kalder, Jean Bruno, von Lommis und Tobel, in Bevain | Vize-Direktor | KU zu zweien |
| 1 | | 1 | Knobisporer, Ramin, luxemburgischer Staatsangehöriger, in Neuenburg | Vize-Direktor | KU zu zweien |
| 1 | | 2m | Moser, Hans Morris, von Zellikofen, in Certailled | Vize-Direktor | KU zu zweien |
| 1 | | 2m | Müller, Jakob, von Zihlschlacht, in Pesoux | Vize-Direktor | KU zu zweien |
| 1 | | 2m | Pothenier, Jean Pierre, von Meikirch, in Neuenburg | Vize-Direktor | KU zu zweien |
| 1 | | 1 | Taylor, Christopher, britischer Staatsangehöriger, in Colombier | Vize-Direktor | KU zu zweien |
| 1 | | 1 | Waber, Horst, deutscher Staatsangehöriger, in Bôle | Vize-Direktor | KU zu zweien |
| 1 | | 1 | Wiederkehr, Viktor J., von Spreitenbach, in Pully | Vize-Direktor | KU zu zweien |
| 1 | | 1 | Zaugy, Rudolf, von Rüdenwil, in Kirchlindach | Vize-Direktor | KU zu zweien |
| 1 | | 1 | Saxter, John, Bürger der USA, in Bern | | KU zu zweien |
| 1 | | 1 | Genes, Gary, Bürger der USA, in Stettlen | | KU zu zweien |
| 1 | | 6 | Lüscher, Erich, von Moosleesau und Starkkirch Wil, in Colombier | | KU zu zweien |
| 1 | | 4 | McFarlane, Florence, französische Staatsangehörige, in Auvannier | | KU zu zweien |
| 1 | | 1a | Paul, Michael, deutscher Staatsangehöriger, in Bern | | KU zu zweien |
| 1 | | 1 | Wajn, Anemicka, niederländische Staatsangehörige, in Stettlen | | KU zu zweien |
| 1 | | 6 | Barbaoui, Renato, deutsche Staatsangehörige, in Neuenburg | | KP zu zweien |
| 1 | | 7m | Bisler, Arthur, von Mauensee und Luthern, in Brunnbach | | KP zu zweien |
| 1 | | 7m | Bevay, Yves, von Correvon, in Savagnier | | KP zu zweien |
| 1 | | 1 | Bretscher, Roland, von Winterthur, in Bôle | | KP zu zweien |
| 1 | | 7m | Bühler, Ambrosius, von Weesen, in Boudry | | KP zu zweien |
| 1 | | 1 | Bürgli, Hans Peter, von Egbach, in Certailled | | KP zu zweien |
| 1 | | 1 | Christen, Paul, von Wei Enschelzzen, in Bannbürgen | | KP zu zweien |
| 1 | | 1 | Eturca, Ion, staatlos, in Pesoux | | KP zu zweien |
| 1 | | 6 | Geurvoisier, François, von Le Loole und La Chauv de Fonder, in Bôle | | KP zu zweien |
| 1 | | 6 | Gretton, Stéphane, von Orsières, in Le Mont sur Lausanne | | KP zu zweien |
| 1 | | 1 | Depland, Claude, von Grandson, in Neuenburg | | KP zu zweien |
| 1 | | 1m | Dietsch, Heinz, deutscher Staatsangehöriger, in Rümliang | | KP zu zweien |
| 1 | | 1 | Fühmann, Urs, von Bricswiler, in Basel | | KP zu zweien |
| 1 | | 7m | Fürri, René, von Olten, in Chabrey | | KP zu zweien |
| 1 | | 1 | Frauchiger, Rudolf, von Wyssachen, in Oetwil am See | | KP zu zweien |



Handelsregister des Kantons Zürich - Hauptregister

CH-020.3.004.632-9

Kraft Foods Schweiz AG

Zürich

3

Alle Eintragungen

| Ei | Ae | Lö | Personalangaben | Funktion | Zeichnungsart |
|----|----|-----|---|-----------------|----------------------|
| 1 | | 1 | Frei, Herbert, von Oberehrendingen, in Bern | | |
| 1 | | 1 | Furtwängler, Arnold, von Zürich, in Neuchburg | | KP zu zweien |
| 1 | | 4m | Gautier, Gilles, von Genf, in Lavausanne | | KP zu zweien |
| 1 | | 7m | Gilgen, Oskar, von Rüggsisberg, in Schlieren | | KP zu zweien |
| 1 | | 7m | Glanzmann, Peter, von Hasle bei Burgdorf, in Reinach-BL | | KP zu zweien |
| 1 | | 1 | Gmünder, Marcel, von Appenzell, in Appenzell | | KP zu zweien |
| 1 | | 7m | Hefer, Urs, von Diemeringwil, in Heisberg | | KP zu zweien |
| 1 | | 1 | Huguenin, Francois, von La Brévine und Le Locle, in Neuchburg | | KP zu zweien |
| 1 | | 4 | Iff, Marianne, von Auswil, in Ins | | |
| 1 | | 7m | Jacq, Jacques, von Le Locle, in Auvornier | | KP zu zweien |
| 1 | | 1 | Jacquier, Jean-Pierre, von Corsier, in Lutry | | KP zu zweien |
| 1 | | 7m | Keller, Meinrad, von Zürich und Freienbach, in Neuenburg | | KP zu zweien |
| 1 | | 7m | Maeder, Jean-Pierre, von Rüschelen und Lutry, in Ittigen | | KP zu zweien |
| 1 | | 7m | Misteli, Elisabeth, von Basel, in Marin-Epagnier | | KP zu zweien |
| 1 | | 7m | Navratil, Victoria, von Wohlen bei Bern, in Wohlen bei Bern | | KP zu zweien |
| 1 | | 7m | Pauschard, Gilbert, von Freiburg, in Bern | | KP zu zweien |
| 1 | | 1 | Piermattei, Susanna, von Bern und Seeburg, in Neuenburg | | KP zu zweien |
| 1 | | 7m | Sander, Edith, von La Chaux-de-Fonds und Orvin, in Peseux | | KP zu zweien |
| 1 | | 6m | Schäufelberger, Jörg, von Dürnten, in Neuenburg | | KP zu zweien |
| 1 | | 1 | Sehenkei, Hans Jörg, von Lindau und Felben-Wollhausen, in Moudry | | KP zu zweien |
| 1 | | 1 | Schmecker, Hans, deutscher Staatsangehöriger, in Urtenen | | |
| 1 | | 7m | Schüpbach, Rudolf, von Zäziwil, in Laupen | | KP zu zweien |
| 1 | | 7m | Studer, Pierre André, von Balsthal, in Cormier | | KP zu zweien |
| 1 | | 1 | Studer, André, von Eriswil, in Neuenburg | | KP zu zweien |
| 1 | | 1 | Société Fiduciaire Suisse Coopers & Lybrand SA Zweigniederlassung Genf, in Genf | Revisionsstelle | KP zu zweien |
| 1 | | 2m | Stentzer, Jean-Pierre, von Meikirch, in Colombier | Vize-Direktor | KU zu zweien |
| 1 | | 7m | Stiel, Heinz, von Bangerten bei Dürterswil, in Rümlang | | KP zu zweien |
| 1 | | 12m | Schweizerische Freundschaftsgesellschaft Coopers & Lybrand AG, in Zürich | Revisionsstelle | KP zu zweien |
| 2 | | | Amara, Sebastiano, von Peseux, in Marin-Epagnier | | KU zu zweien |
| 2 | | 19 | Betschen, René, von Lenk, in Köniz | | KU zu zweien |
| 2 | | 25m | Biedermann, Jürg E., von Zollikon, in Zollikon | | KU zu zweien |
| 2 | | | Bütikofer, Peter, von Ersigen, in Wohlen bei Bern | | KU zu zweien |
| 2 | | | Fischbach, Volker, deutscher Staatsangehöriger, in Echandens | | KU zu zweien |
| 2 | | 19 | Fühmann, Urs, von Brionwiler, in Basel | | KU zu zweien |
| 2 | | 18 | Frauchiger, Rudolf, von Wyssachen, in Oetwil am See | | KU zu zweien |
| 2 | | 8m | Gerber, Markus, von Schangnau, in Münsingen | | KU zu zweien |
| 2 | | 6m | Gmünder, Marcel, von Appenzell, in Appenzell | | KU zu zweien |
| 2 | | | Jequier, Jean-Pierre, von Fleurier, in Les Conveys-sur-Coffrane | | KU zu zweien |
| 2 | | | Jost, Léo, von Nottwil, in Kloten | | KU zu zweien |
| 2 | | 16 | Kirschhofer, Kurt, von Basel, in Bôle | | KU zu zweien |
| 2 | | 14 | Meier, Hans Martin, von Zollikofen, in Certailled | | KU zu zweien |
| 2 | | 4 | Müller, Jakob, von Zihlschlacht, in Peseux | | KU zu zweien |
| 2 | | 8 | Piont, Constanntin, von Vauderens, in St Aubin Saugce | | KU zu zweien |
| 2 | | | Portenier, Jean-Pierre, von Meikirch, in Colombier | | KU zu zweien |
| 2 | | 6 | Stefani, Martin, von Leuggern, in Cereselles-Cermendrée | | KU zu zweien |
| 2 | | | Wiederkehr, Viktor, von Spreitenbach, in Pully | | KU zu zweien |
| 4 | | | Schäufelberger, Rudolf A., von Fischenthal, in Erlinbach ZH | Mitglied | KU zu zweien |
| 4 | | 9 | Evva Gensl, Alessandra, von Olivone und Lamona, in Zollikon | | KU zu zweien |
| 4 | | | Thiébaud, Jean-François, von Buttes, in Savagnier | | KU zu zweien |
| 6 | | 6 | Gautier, Gilles, von Genf, in Zürich | | KP zu zweien |
| 6 | | 15 | Gmünder, Marcel, von Appenzell, in Oetwil am See | | KU zu zweien |
| 6 | | 14 | Baechler, Christoph, von Reet, in Zug | | KU zu zweien b.a. HS |
| 6 | | 13 | Baizer, Roger, von Küttigen, in Küttigen | | KU zu zweien b.a. HS |
| 6 | | | Debaste, Constance, französische Staatsangehörige, in Zürich | | KU zu zweien b.a. HS |
| 6 | | 15m | DeGiorgi, Enrico Claudio, von Lugano, in Gletterens | | KU zu zweien b.a. HS |
| 6 | | 14m | Dietrich, Regula, von Eggerriet, in Zürich | | KU zu zweien b.a. HS |
| 6 | | 16m | Fehr, Andreas, von Zürich, in Hünenberg | | KU zu zweien b.a. HS |
| 6 | | 13 | Geneand, David, von Plan-les-Ouates, in Neuhestel | | KU zu zweien b.a. HS |
| 6 | | 16 | Gnagi, Barbara, von Bollmund und Zürich, in Zürich | | KU zu zweien b.a. HS |
| 6 | | 10 | Holcstein, Markus, von Udligenswil und Bütschwil, in Mueswanden | | KU zu zweien b.a. HS |
| 6 | | 14m | Liechti, Andreas, von Basel, in Zürich | | KU zu zweien b.a. HS |
| 6 | | 13 | Lorimier, Paul Henri, von Penin Valars-Saules, in Thônex | | KU zu zweien b.a. HS |
| 6 | | 10 | Martignoni, Renate, von Cerza (Gambargno), in Erlinbach ZH | | KU zu zweien b.a. HS |
| 6 | | 8 | Riedener, Urs, von Untereggen, in Küssnacht ZH | | KU zu zweien b.a. HS |
| 6 | | 15 | Sciaronetti, Romeo, von Peseux, in Küssnacht ZH | | KU zu zweien b.a. HS |
| 6 | | | Weiteneder, Hannelore, österreichische Staatsangehörige, in Certailled | | KU zu zweien b.a. HS |
| 6 | | 7m | Schäufelberger, Jörg, von Dürnten, in Zumikon | | KP zu zweien |
| 7 | | | Birrer, Arthur, von Mauensee und Luthera, in Erlinsbach | | KU zu zweien |
| 7 | | 10 | Bevat, Yves, von Correven, in Savagnier | | KU zu zweien |



Handelsregister des Kantons Zürich - Hauptregiste

CH-020.3.004.632-9

Kraft Foods Schweiz AG

Zürich

Alle Eintragungen

| Ei | Ac | L8 | Personalangaben | Funktion | Zeichnungsart |
|----|----|-----|---|-----------------|-------------------------|
| | 7 | | Bühler, Ambrosia, von Weesen, in Boudry | | KU zu zweien |
| | 7 | 16 | Bietel, Heinz, von Banzerten bei Dieterswil, in Rümlang | | KU zu zweien |
| | 7 | | Fluri, René, von Olten, in Chabrey | | KU zu zweien |
| | 7 | 14 | Gilgen, Oskar, von Rucgisberg, in Schliessen | | KU zu zweien |
| | 7 | | Glanzmann, Peter, von Hasle bei Burgdorf, in Reinach BL | | KU zu zweien |
| | 7 | | Hofer, Urs, von Diemarswil, in Heimbürg | | KU zu zweien |
| | 7 | 10 | Isely, Jacques, von Le Locle, in Auvannor | | KU zu zweien |
| | 7 | | Keller, Meinrad, von Zürich und Freienbach, in Neuenburg | | KU zu zweien |
| | 7 | 19m | Maeder, Jean Pierre, von Büchslen und Lurtigen, in Klligen | | KU zu zweien |
| | 7 | | Misteli, Elisabeth, von Basel, in Marin-Epagnier | | KU zu zweien |
| | 7 | | Navratil, Victoria, von Wohlten bei Bern, in Wohlten bei Bern | | KU zu zweien |
| | 7 | | Pauchard, Gilbert, von Freiburg, in Bern | | KU zu zweien |
| | 7 | 18 | Sandoz, Edith, von La Chaux-de-Fonds und Orvin, in Peseux | | KU zu zweien |
| | 7 | 8 | Schauffelberger, Jörg, von Dürnten, in Zumbühl | | KU zu zweien |
| | 7 | | Schüpbach, Rudolf, von Zäziwil, in Laupen | | KU zu zweien |
| | 7 | 14 | Studer, Pierre-André, von Baltschal, in Cernier | | KU zu zweien |
| | 8 | 15 | Serber, Markus H., von Schangnau, in Munsingen | | KU zu zweien |
| 9 | | 19m | Dreymliler, Dr. Bernd, deutscher Staatsangehöriger, in Sersich | | KU zu zweien |
| | 12 | 17 | STC-Coopers & Lybrand AG, in Zürich | Revisionsstelle | |
| | 14 | | Dietrich, Regula, von Eggerriet, in Maur | | KU zu zweien |
| | 14 | | Liechti, Andreas, von Basel, in Bortmingen | | KU zu zweien |
| | 15 | | Pohl, Hermann H., deutscher Staatsangehöriger, in Künacht ZH | Präsident | KU zu zweien |
| | 15 | | Biedermann, Jürg E., von Zollikon, in Zollikon | Mitglied | KU zu zweien |
| 15 | | 19 | Clarea, Ion Constantin, von Peseux, in Biel BE | | KU zu zweien |
| | 15 | 16m | Besiggi, Enrico Claudio, von Lugano, in Nocehätel | | KU zu zweien |
| | 16 | | Deglorigi, Enrico-Claudio, von Lugano, in Neuchâtel | | KU zu zweien |
| | 16 | | Fehr, Andreas, von Zürich, in Hünenberg | | KU zu zweien |
| 17 | | | PricewaterhouseCoopers AG, in Zürich | Revisionsstelle | |
| 18 | | | Küsel, Monika, deutsche Staatsangehörige, in Bern | | KU zu zweien |
| 18 | | | Przewlaka-Germer, Sandra, deutsche Staatsangehörige, in Herrliberg | | KU zu zweien |
| 18 | | | Viefhues, Dr. Martin, deutscher Staatsangehöriger, in Maur | | KU zu zweien |
| | 19 | | Maeder, Jean-Pierre, von Büchslen und Lurtigen, in Zug | | KU zu zweien |
| | 19 | | Dreymliler, Dr. Bernd, deutscher Staatsangehöriger, in Richmond (Surrey/GB) | | KU zu zweien |

Zürich, 02.05.2000 15:46

Dieser Auszug aus dem kantonalen Handelsregister hat ohne die nebenstehende Originalbeglaubigung keine Gültigkeit. Er enthält alle gegenwärtig für diese Firma gültigen Eintragungen sowie allfällige seit 03.02.1994 gestrichenen Eintragungen. Auf besonderes Verlangen kann auch ein Auszug erstellt werden, der lediglich alle gegenwärtig gültigen Eintragungen enthält.



Beglaubigter

AUSZUG

Der Registrator/in

Commercial Register of the Canton of Zurich - Main Register

| | | | | | |
|--------------------------------------|---|---------------------|----------|-----------------------|---|
| Company Number CH-020.3.000.864-2 | Legal Constitution Joint-stock company | Entry 28.06.1991 | Deletion | Transfer from: to: | 1 |
|--------------------------------------|---|---------------------|----------|-----------------------|---|

All entries

| Ent | Del | Company name |
|-----|-----|---|
| 1 | | Celima Holding AG |
| 3 | | (Jacobs Suchard SA |
| 3 | 12 | Jacobs Suchard AG (Jacobs Suchard Ltd) |
| 12 | | Kraft Jacobs Suchard SA |
| 12 | 26 | (Kraft Jacobs Suchard AG) (Kraft Jacobs Suchard Ltd) |
| 26 | | Kraft Foods Schweiz Holding AG |
| 26 | | (Kraft Foods Suisse Holding SA) (Kraft Foods Switzerland Holding Ltd) |

| Ref | Registered office |
|-----|-------------------|
| 0 | Formerly: Zug |
| 1 | Zurich |

| Ref | Capital stock (CHF) | Paid up (CHF) | Stock denomination |
|-----|---------------------|---------------|--|
| 1 | 26,138,000 | 26,138,000 | 26,138 Registered shares at CHF 1000.-- |
| 2 | 26,187,000 | 26,187,000 | 26,187 Registered shares at CHF 1000.-- |
| 13 | 26,196,000 | 26,196,000 | 26,196 Registered shares at CHF 1000.-- |
| 18 | 108,000,000 | 108,000,000 | 108,000 Registered shares at Fr. 1000.-- |

| Ref | Joint venture capital CHF | Paid up (CHF) | Joint venture certificates |
|-----|---------------------------|---------------|----------------------------|
| | | | |

| Ref | Address of the company |
|-----|-------------------------------------|
| 1 | Klausstrasse 4-6 8008 Zurich |
| 22 | Klausstrasse 4 8008 Zurich |
| 25 | Bellerivestrasse 203 8008 Zurich |

| Ent | Del | Object |
|-----|-----|--|
| 1 | | Holding interests, on its own account and on account of third parties, in companies in Switzerland and abroad, in particular in such companies of the Jacobs Suchard Group and in other enterprises in the foodstuffs industry and the foodstuffs trade; may found or acquire such or similar enterprises and carry on all businesses which are directly or indirectly connected with the abovementioned object, in particular acquiring, disposing of, exploiting or arranging to exploit commercial, literary or artistic property rights, and purchasing and selling real estate in Switzerland and abroad. |

| Ref | Postal address |
|-----|----------------|
| | |

| Ent | Del | Note |
|-----|-----|--|
| 1 | | The facts deleted prior to registration in the Canton of Zurich, and any earlier dates of articles of association or journal and "Schweizerisches Handelsamtsblatt" quotations may be inspected in the extract from the register for the former registered office, which is with the commercial register files that have been filed. The articles of association date originally from 9.3.1976 and were last amended at the former registered office on 22.2.1991. |
| 9 | | Notices from the company to the shareholders are given by means of a single publication in the Schweizerisches Handelsamtsblatt or by means of written notice to the addresses of the shareholders and beneficiaries entered in the share register. |

| Ref | Date of articles of association |
|-----|---------------------------------|
| 1 | 27.06.1991 |
| 2 | 08.08.1991 |
| 3 | 14.08.1991 |
| 9 | 25.03.1993 |
| 12 | 22.09.1993 |
| 13 | 05.11.1993 |
| 18 | 20.08.1996 |
| 26 | 04.04.2000 |

| Ent | Del | Non-cash contributions, tangible asset take-overs, special benefits, bonus certificates |
|-----|-----|---|
| 1 | | CHF 20,100,000.-- of the share capital has been paid up by converting all 20,100 fully paid up joint venture certificates. |
| 1 | | Acquired holdings as described in greater detail in the articles of association at the price of CHF 947,500,000.--, of which CHF 5,938,000.-- was included in the share capital. |
| 2 | | Pursuant to non-cash contribution contract of 7.8.1991, took over 2,563 company shares in Kraft General Foods France SA, of Rueil-Malmaison (F) at the price of CHF 7,818,710.--, of which CHF 49,000.-- was included in the share capital and CHF 7,769,710.-- was credited as premium. |
| 3 | | The company took over Amilock AG in liquidation (formerly: Jacobs Suchard SA (Jacobs Suchard AG) (Amilock Suchard Ltd)) together with assets and liabilities in accordance with take-over contract of 24.7.1991 and take-over balance sheet as at 30.6.1991. |
| 13 | | Non-cash contribution: at the time of the increase in capital on 05.11.1993, the company took over, pursuant to non-cash contribution contract dated 05.11.1993, 448 company shares in Kraft General Foods France SA, of Rueil-Malmaison (F), in exchange for which 9 registered shares at CHF 1,000.-- were issued. |
| 18 | | Non-cash contribution: at the time of the increase in capital on 20.8.1996, the company took over, in accordance with the non-cash contribution contract dated 20.8.1996, an ordinary share investment in Kraft Manufacturing GmbH, of Bremen (D), at DM 103,306,500.--, in exchange for which 81,804 registered shares at Fr. 1000.-- were issued. |

| Ref | Publication medium |
|-----|--------------------|
| 1 | SHAB |

| Ent | Del | Branch office | Ent | Del | Branch office | Ent | Del | Branch office | Ent | Del | Branch office |
|-----|-----|---------------|-----|-----|---------------|-----|-----|---------------|-----|-----|---------------|
| 3 | | Neuchâtel | | | | | | | | | |

Commercial Register of the Canton of Zurich - Main Register

| | | | |
|--------------------|--------------------------------|--------|---|
| CH-020.3.000.864-2 | Kraft Foods Schweiz Holding AG | Zurich | 2 |
|--------------------|--------------------------------|--------|---|

All entries

| Symbol | Ref | Journal No. | Journal Date | SHAB | SHAB Date | Page | Symbol | Ref | Journal No. | Journal Date | SHAB | SHAB Date | Page |
|--------|-----|-------------|--------------|------|------------|------|--------|-----|-------------|--------------|-------|------------|------|
| DE | 1 | 12762 | 28.06.1991 | 132 | 11.07.1991 | 2599 | BE | 15 | 2671 | 06.02.1995 | 29 | 10.02.1995 | 795 |
| DE | 2 | 15738 | 13.08.1991 | 161 | 22.08.1991 | 3679 | LO | 16 | 18882 | 12.09.1995 | 180 | 18.09.1995 | 5163 |
| DE | 3 | 15932 | 15.08.1991 | 163 | 26.08.1991 | 3719 | CA | 17 | 2469 | 05.02.1996 | 28 | 09.02.1996 | 792 |
| CA | 4 | 20938 | 06.11.1991 | 222 | 15.11.1991 | 4905 | LE | 18 | 17862 | 21.08.1996 | 165 | 27.08.1996 | 5144 |
| FUM | 5 | 5920 | 30.03.1992 | 69 | 09.04.1992 | 1598 | SV | 19 | 17267 | 04.08.1997 | 150 | 08.08.1997 | 5654 |
| SM | 6 | 7642 | 30.04.1992 | 90 | 12.05.1992 | 2166 | CA | 20 | 12492 | 08.06.1998 | 111 | 12.06.1998 | 4000 |
| FUM | 7 | 18493 | 03.11.1992 | 221 | 13.11.1992 | 5304 | RR | 21 | B 14275 | 29.06.1998 | B 126 | 03.07.1998 | 4591 |
| BA | 8 | 1383 | 25.01.1993 | 24 | 04.02.1993 | 569 | RR | 22 | 19361 | 02.09.1998 | 173 | 08.09.1998 | 6200 |
| BA | 9 | 6291 | 07.04.1993 | 77 | 22.04.1993 | 1939 | GI | 23 | 23163 | 26.10.1998 | 211 | 30.10.1998 | 7408 |
| SM | 10 | 9869 | 04.06.1993 | 117 | 21.06.1993 | 3202 | ZI | 24 | 10261 | 12.05.1999 | 95 | 19.05.1999 | 3306 |
| RR | 11 | 17765 | 07.09.1993 | 183 | 21.09.1993 | 4942 | CA | 25 | 27239 | 09.12.1999 | 244 | 15.12.1999 | 8482 |
| MR | 12 | 19273 | 24.09.1993 | 196 | 08.10.1993 | 5271 | HI | 26 | 9021 | 12.04.2000 | 77 | 18.04.2000 | 2620 |
| CN | 13 | 23807 | 12.11.1993 | 230 | 25.11.1993 | 6208 | | | | | | | |
| RR | 14 | 9488 | 11.05.1994 | 96 | 19.05.1994 | 2784 | | | | | | | |

| | | | | |
|-----|---|--------------------------|-------------------------|----------------------|
| Key | P = Chairman (woman) of the Board of Management | VR = Board of Management | GF = Managing Director | EU = Sole signature |
| | VP = Vice chairman (woman) of the Board of Management | Liq = Liquidator | ltd. to = limited to | KU = Joint signature |
| | Del = Delegate of the Board of Management | GD = General Manager | HS = Main office | EP = Sole procura |
| | M = Member of the Board of Management | D = Director | ZB = Branch office | KP = Joint procura |
| | S = Secretary | VD = Deputy Director | ZB = Authorized to sign | Stv = Representative |

| Ent | Amend | Del | Personal details | Capacity | Type of signature |
|-----|-------|-----|--|------------------------|------------------------------|
| 1 | | 5 | Vandevelde, Luc, E., Belgian citizen, in Chambourey (F) | Chairman | Joint signature with another |
| 1 | | 5 | Schärer, Dr., Heinz, from Urdorf, in Moilen | Vice Chairman | Joint signature with another |
| 1 | | 5 | Schaufelberger, Rudolf, from Fischenthal, in Zollikon | Member | Joint signature with another |
| 1 | | 9m | Brinkmann, Dr. Heinz Volker, German citizen, in Zurich | | Joint signature with another |
| 1 | | 19 | Cohen, Dr. Michael, German citizen, in Zollikon | | Joint signature with another |
| 1 | | 6 | Hli, Jean Jacques, from Ceuensee, in Hergiswil NW | | Joint signature with another |
| 1 | | 17 | Keenan, John M., US citizen, in Bedford (New York, USA) | | Joint signature with another |
| 1 | | | Moy, Edward J., US citizen, in Chappagua (New York, USA) | | Joint signature with another |
| 1 | | 16 | Rathje, Rainer, German citizen, in Männsdorf | | Joint signature with another |
| 1 | | 8 | Stahel, Rolf, from Elgg, in Winterthur | | Joint signature with another |
| 1 | | 17 | Viault, Raymond Girard, USA citizen, in Zurich | | Joint signature with another |
| 1 | | 8m | Winterroth, Charles J., US citizen in Danbury (Connecticut, USA) | | Joint signature with another |
| 4 | | 21 | Anderau, Walter, from Kilchberg ZH, in Kilchberg, ZH | | Joint signature with another |
| 4 | | 16 | Cox, Alan Macgregor, Australian citizen, in Zurich | | Joint signature with another |
| 4 | | 10 | Emma Gensi, Alessandra, from Lamese and Olivene, in Bioggio | | Joint signature with another |
| 4 | | 17 | Herzog, Hans, Austrian citizen, in Zurich | | Joint signature with another |
| 4 | | 7m | Michel, Florence, French citizen, in Neuchâtel | | Joint signature with another |
| 4 | | | Pohl, Hermann, German citizen, in Küssnacht ZH | | Joint signature with another |
| 4 | | 16 | Walch, Robert, British citizen, in Zurich | | Joint signature with another |
| 4 | | 17 | Zincer, Gerhard, German citizen, in Küssnacht ZH | | Joint signature with another |
| 5 | | 17 | Viault, Raymond, US citizen, in Zurich | Chairman | Joint signature with another |
| 5 | | | Kurer, Dr. Peter, from Berneck, in Herrliberg | Vice Chairman | Joint signature with another |
| 5 | | 22 | Anderau, Walter, from Kilchberg ZH and Gaiserwald, in Kilchberg ZH | Member | Joint signature with another |
| 6 | | 8 | Schaufelberger, Rudolf A., from Fischenthal, in Zollikon | | Joint signature with another |
| | 7 | 14 | McFarlane Michel, Florence, French citizen, in Neuchâtel | | Joint signature with another |
| | 8 | 19 | Winterroth, Charles J., US citizen, in Kilchberg ZH | Secretary (Non member) | Joint signature with another |
| | 9 | 25m | Brinkmann, Dr. Heinz Volker, German citizen, in Zurich | Auditors | Joint signature with another |
| 9 | | 11 | Coopers & Lybrand, AG, in Zurich | | Joint signature with another |
| 10 | | 19m | Müder, Jean Pierre, from Büchsen, in Ittigen | Auditors | Joint signature with another |
| 11 | | 18m | Schweizerische Treuhandgesellschaft Coopers & Lybrand, AG, in Zurich | | Joint signature with another |
| | | 16 | Emma Gensi, Alessandra, from Lamona and Olivene, in Zollikon | | Joint signature with another |
| 14 | | 16 | Graf, Morst, G., German citizen, in Zurich | | Joint signature with another |
| 15 | | | Dehaste, Constance, French citizen, in Zurich | | Joint signature with another |
| 15 | | | Woiteneder, Hannelore, Austrian citizen, in Cortaillod | | Joint signature with another |
| 16 | | 26m | Dreymüller, Dr. Bernd, German citizen, in Zurich | | Joint signature with another |
| 16 | | 19 | Gauthier, Jean Xavier, French citizen, in Küssnacht ZH | | Joint signature with another |
| 16 | | 19 | Turner, Geoffrey G., British citizen, in Adliswil | | Joint signature with another |
| 16 | | 20 | Walker, Norman C., British citizen, in Küssnacht | | Joint signature with another |
| 17 | | 19m | Deromedi, Roger Kevin, US citizen, in Saint Nom la Bretèche (F) | Chairman and Delegate | |

Continued on the following page 3

Commercial Register of the Canton of Zurich - Main Register

| | | | | | |
|------------------|---------------------|------------|----------|----------------|---|
| Company Number | Legal Constitution | Entry | Deletion | Transfer from: | |
| CH-020.3.00864-2 | Joint-stock company | 03.02.1994 | | to: | 3 |

All entries

| Ent | Amend | Del | Personal details | Capacity | Type of signature |
|-----|-------|-----|--|----------------------------------|---|
| | 18 | 25 | STG Coopers & Lybrand AG, in Zurich | Auditors | |
| | 19 | 25 | Deromedi, Roger Kevin, US citizen, in Zumikon | Chairman and Delegate | Joint signature with another |
| 19 | | 23 | Dollive, James Peter, US citizen, in Kilchberg ZH | | Joint signature with another |
| | 19 | | Mäder, Jean-Pierre, from Büchslen, in Zug | | Joint signature with another |
| 19 | | 20m | Viefhues, Dr. Martin, German citizen, in Fällanden | | Joint signature with another |
| 20 | | 25 | Fink, Aloisius, Austrian citizen, in Zollikon | | Joint signature with another |
| | 20 | | Viefhues, Dr. Martin, German citizen, in Maur | | Joint signature with another |
| 22 | | | Biedermann, Jürg E., from Zollikon, in Zollikon | Member | Joint signature with another |
| 23 | | 24 | Talma, John Thomas, US citizen, in Zurich | | Joint signature with another |
| 24 | | 25m | Schaufelberger, Rudolf A., from Fischenthal, in Erlenbach ZH | | Joint signature with another |
| 24 | | 26m | Wenisch, Dr. Christoph Sebastian, Austrian citizen, in Meilen | | Joint signature with another |
| 25 | | | Vogelsang, Franz-Josef, German citizen, in Herrliberg | Chairman and Delegate | Joint signature with another |
| | 25 | | Schaukelberger, Rudolf A., from Fischenthal, in Erlenbach ZH | Secretary (non-member) | Joint signature with another |
| | 25 | 26 | Brinkmann, Dr. Heinz Volker, German citizen, in Zurich | | Joint signature with another |
| | | | Przewloka-Germer, Sandra, German citizen, in Herrliberg | | Joint signature with another |
| 25 | | | Pricewaterhouse Coopers AG, in Zurich | Auditors | |
| | 26 | | Wenisch, Dr. Christoph Sebastian, Austrian citizen, in Feldmeilen | | Joint signature with another |
| | 26 | | Dreymüller, Dr. Bernd, German citizen, in Richmond (Surrey/GB) | | Joint signature with another |

Zurich, 02.05.2000 15:41

[Stamp of the Commercial Register
Office of the Canton of Zurich]
Authorized extract
p.p. the Registrar
[signature]

This extract from the Cantonal Commercial Register is not valid without the adjoining original certification. It contains all the entries which are currently valid for this company and any entries deleted since 28.06.1991. If specifically requested, an extract which contains only all the entries which are currently valid can also be drawn up.