



Corporate governance

Corporate governance report

The aims of good of corporate governance are to create the conditions for active shareholder participation, to uphold a transparent and sound balance of power between the company's governing bodies and to ensure the provision of correct information to the market.

SWEDISH CODE OF CORPORATE GOVERNANCE

Cloetta AB (publ) operates under Swedish law and its corporate governance is also regulated by the Articles of Association, the listing agreement with the Stockholm Stock Exchange, other applicable rules and norms, the Code of Conduct and other instructions and policies. Since 1 July 2008, all companies whose shares are traded on NASDAQ OMX Stockholm AB are required to apply the Swedish Code of Corporate Governance regardless of their market capitalisation.

Cloetta is subject to compliance with the Swedish Code of Corporate Governance, which is based on the "comply or explain" principle. This means that a company can deviate from the Code's provisions without this entailing a breach of the Code. However, a company that deviates from a rule in the Code must explain the reason for doing so.

Cloetta complies with the provisions in the Code with the sole exception of simultaneous interpretation at general shareholder meetings, which is neither motivated by the ownership structure nor financially justifiable.

Complete information about Cloetta's application of the Code can be found at www.cloetta.se.

GENERAL MEETING OF SHAREHOLDERS

The general meeting of shareholders is the company's highest decision-making body. At a general meeting, all shareholders have the opportunity to exert an influence over the company by exercising the votes attached to their respective shareholdings. The powers and duties of the general meeting are regulated by the Swedish Companies Act and the Articles of Association. Cloetta's financial year runs from 1 September to 31 August, which means that the company's Annual General Meeting (AGM) must be held during the months of November, December or January. Notice to attend must be given no more than six weeks and no fewer than four weeks prior to the AGM.

The AGM resolves on adoption of the year's balance sheet and profit and loss account, dividends, election of Board members and auditors, fees to Board members and auditors, and other items of business as prescribed by the Swedish Companies Act and the Articles of Association.

Each class B share corresponds to one vote and each class A share to ten votes, although all shares carry equal entitlement to the company's assets and profits. Every shareholder has the right to participate in the AGM, in person or by proxy. Every shareholder has the right to request that a matter be taken up at the AGM. A shareholder who wishes to have a matter addressed at the AGM must submit a written request to the Board. In order to be taken up at the AGM, the request must be submitted to the Board no later than one week before the earliest date on which the notice of meeting may be published (e.g. the request must be received no later than seven weeks before the AGM).

For more information about the composition and work of the nominating committee, see under "Committees" on page 50.

2008/2009 Annual General Meeting

The latest AGM was held on 18 December 2009 in Linköping. The AGM re-elected Board members Olof Svenfelt (Chairman), Lennart Bohlin, Johan Hjertsson, Ulrika Stuart Hamilton, Mikael Svenfelt and Meg Tivéus. In addition, the union organisations appointed two employee representatives to the Board. Olof Svenfelt was elected as Board Chairman. The AGM resolved that Board fees would be paid in a total amount of not more than SEK 1,005,000, of which SEK 175,000 would be paid to the Board Chairman. The AGM resolved that fees for committee work would be paid in a total amount of SEK 100,000. The AGM adopted the balance sheets and profit and loss accounts for the financial year 2008/2009 and, in accordance with the Board's proposal, resolved that no dividend would be paid. The AGM also discharged the members of the Board of Directors and the Managing Director from liability for the financial year 2008/2009. The AGM approved the Board's proposed amendment to the Articles of Association's provisions for notice to attend general meetings, conditional on the entry into force of the new law. Furthermore, the AGM adopted the proposed rules for the nominating committee and the Board's proposed guidelines for remuneration to senior executives.

2009/2010 Annual General Meeting

The 2009/2010 AGM will be held at 2:00 p.m. on Wednesday, 15 December 2010, at Collegium in Linköping. Notice to attend the AGM was published in mid-November 2010 and also included a description of the Board's proposed appropriation of earnings and other proposals. For additional information, see page 103 of the annual report and the company's website www.cloetta.se.

ARTICLES OF ASSOCIATION

The Articles of Association are adopted by the general meeting and contain obligatory information of a fundamental nature to the company.

These articles specify the object of the company's operations, the size of the share capital, the voting rights attached to the different classes of shares and the composition of the Board.

The full Articles of Association can be viewed on Cloetta's website www.cloetta.se.

THE BOARD OF DIRECTORS AND ITS WORK PLAN

The primary task of the Board is to serve the interests of the shareholders in the conduct of the company's business in such way as to ensure the best possible long-term return on investment for the shareholders. The Board is also responsible for making sure that the Group is suitably structured so that the Board can optimally exercise its governance over the subsidiaries. The Board's powers and duties are regulated by the Swedish Companies Act and the Articles of Association.

In addition, the activities of the Board are governed by a work plan and instructions, as adopted by the Board, pertaining to the separation of responsibilities between the Board, the Managing Director and those company bodies set up by the Board.

Work plan

The Board's work plan contains and regulates the following points:

- Certain of the Board's obligations pursuant to the Swedish Companies Act, etc.
- Notice to attend general meetings
- Financial reporting to the market
- Items of business to be taken up at Board meetings, etc.
- Internal reports to be submitted to the Board
- Notice to attend meetings, etc.
- Presence of a quorum in the Board
- Minutes from Board meetings
- Disqualification due to impartiality, etc.
- Liability of Board members, etc.

Instructions and policies

Furthermore, the Board issues instructions and policies for issues such as:

- Financial targets/objectives for the Group
- Financial limits and administrative routines for investments, etc.
- Responsibility and principles for financial management
- Responsibility and routines for safeguarding and strengthening the value of the brands
- Basic principles for internal and external communication
- Responsibilities and principles for purchasing of cocoa products

Internal reports

Internal reports such as the consolidated accounts are compiled and delivered to the Board on a monthly basis. Prior to each regular Board meeting, a purchasing report is also drawn up for the most significant raw materials, a review of the Group's liquidity position and development and an overview of budgeted, decided and implemented investments. For every financial year, a profit, balance sheet and investment budget is prepared for the Group and is adopted at the scheduled Board meeting in August.

Board meetings

The Board meets according to the following.

The *December* meeting, preferably held in connection with the AGM, deals with approval of the interim report for the period from September to November. The statutory meeting is held immediately following the AGM and handles matters such as appointment of minutes-keepers and minutes-checkers, decision on signatory authority, election of the remuneration committee and audit committee, as well as review and adoption of the instructions issued by the Board.

A meeting is held in *February* if needed.

The *March* meeting deals with approval of the interim report for the period from September to February. By this meeting at the latest, decisions are made regarding the time and place of the coming year's AGM, the publication dates for the coming year's financial reports to the market (see "Financial calendar" on page 103) and the dates and times of the coming year's scheduled Board meetings.

The *June* meeting deals with approval of the interim report for the period from September to May.

In *August*, the Board reviews and approves business plans and budgets for the coming year.

The *October* meeting deals with items such as the annual accounts, the proposed dividend, appropriations, the draft annual report and administration report, the year-end report and the upcoming AGM.

At the scheduled meetings, the Board also discusses the activities and financial results of the company and the subsidiaries, as well as other pertinent projects and matters. Extra meetings may be held in addition to the scheduled meetings and, in urgent cases, also by telephone.

From the date of the AGM on 18 December 2009 until the publication of this corporate governance report, and aside from the statutory meeting, the Board has held five scheduled meetings. At these meetings the Board has dealt with the fixed items on the agenda of each Board meeting, such as the business and market situation, financial reporting, liquidity, investments and budgetary matters. In addition, overall strategic matters have been analysed with regard to the company's focus, external factors and growth opportunities. Aside from the regular Board meetings, four extra meetings were held, of which one by telephone. During these meetings, the Board dealt with matters related to the brands, investments and other strategic business decisions.

BOARD OF DIRECTORS

	Year elected	Fees, SEK ¹⁾	Independent from the company	Independent from shareholders	Attendance, total no. of meetings: 10 ⁴⁾	Of which, scheduled and statutory meetings: 6 ⁴⁾	Of which, extra meetings: 4 ⁴⁾	Audit committee ²⁾	Remuneration committee ³⁾
Elected by the AGM:									
<i>Chairman</i>									
Olof Svenfelt	2008	175,000	●		10	6	4	●	
<i>Members</i>									
Lennart Bohlin	2008	150,000	●	●	9	5	4		●
Ulrika Stuart Hamilton	2008	150,000	●	●	9	6	3		●
Johan Hjertsonsson	2008	150,000	●	●	10	6	4		
Mikael Svenfelt	2008	150,000	●		10	6	4	●	
Meg Tivéus	2008	150,000	●	●	10	6	4	●	

1) The AGM on 18 December 2009 resolved that Board fees would be paid in an amount of no more than SEK 1,005,000, that fees to the members of the audit committee would be paid in an amount of no more than SEK 60,000 and that fees to the members of the remuneration committee would be paid in an amount of no more than SEK 40,000. Of total Board fees, it was resolved that SEK 175,000 would be paid to the Board Chairman, SEK 150,000 to each of the other Board members and SEK 20,000 to each of the employee representatives. For further details see Note 7.

2) The audit committee has held four meetings since the previous AGM. For attendance, see information about the audit committee on page 51.

3) The remuneration committee has held one meeting since the previous AGM. For attendance, see information about the remuneration committee on page 51.

4) Attendance at Board meetings since the AGM on 18 December 2009.



Board members

The current Board of Directors was re-elected at the AGM on 18 December 2009 and consists of six non-executive members: Olof Svenfelt (Chairman), Lennart Bohlin, Johan Hjertsonsson, Ulrika Stuart Hamilton, Mikael Svenfelt and Meg Tivéus. For information about the Board members' significant assignments outside the Group and shareholdings in the company, see pages 54–55.

Lena Grönedal and Birgitta Hillman have served on the Board as employee representatives, with Linus Ekegren and Birgitta Junland as deputies. Other than the employee representatives and their deputies, no Board member is employed by the company. Kent Sandin, the company's CFO, has acted as Board Secretary during the year.

According to the decision of the AGM on 18 December 2009, the Board Chairman receives fees of SEK 175,000 and the other regular Board members receive fees of SEK 150,000 each. The employee representatives receive fees of SEK 20,000 each. The Board members serving on the audit committee and remuneration committee receive additional fees of SEK 20,000 each.

Of the Board's six members, all are independent in relation to the company and its management and four are independent in relation to the company's major shareholders.

CHAIRMAN

The Chairman is responsible for ensuring that the Board carries out its duties in an organised and efficient manner and for monitoring the Group's development. The Chairman also ensures that the Board is continuously provided with the information required to carry out its duties with consistently high quality and in accordance with the Swedish Companies Act. The AGM on 18 December 2009 re-elected Olof Svenfelt as Board Chairman.

The Chairman oversees the effective implementation of the Board's decisions and is responsible for ensuring that the work of the Board's is evaluated yearly and that the nominating committee is informed about the results of this evaluation. The purpose of this evaluation is to gather the Board members' opinions about the Board's performance and what measures can be taken to improve the efficiency of the Board's work.

MANAGING DIRECTOR

The Managing Director, who is also the CEO, supervises operations according to the instructions adopted by the Board. He is responsible for ensuring that the Board members are supplied with the necessary information and decision data and is also required to present reports and proposals at Board meetings regarding issues dealt with by the Executive Management. The Managing Director continuously informs the Board and Chairman about the financial position and development of the company and the Group. The Managing Director of Cloetta AB and CEO of the Cloetta Group since September 2008 is Curt Petri. For information about his significant assignments outside the Group and shareholding in the company, see page 56.

EXECUTIVE MANAGEMENT

The Executive Management consists of the Managing Director, who is also the CEO, and the CFO.

GROUP MANAGEMENT TEAM

The Managing Director of Cloetta AB heads the Group Management Team. The Group Management Team is a consultative body for the CEO and therefore has no autonomous executive authority. The Group Management Team meets as decided by the CEO.

FINANCIAL REPORTING

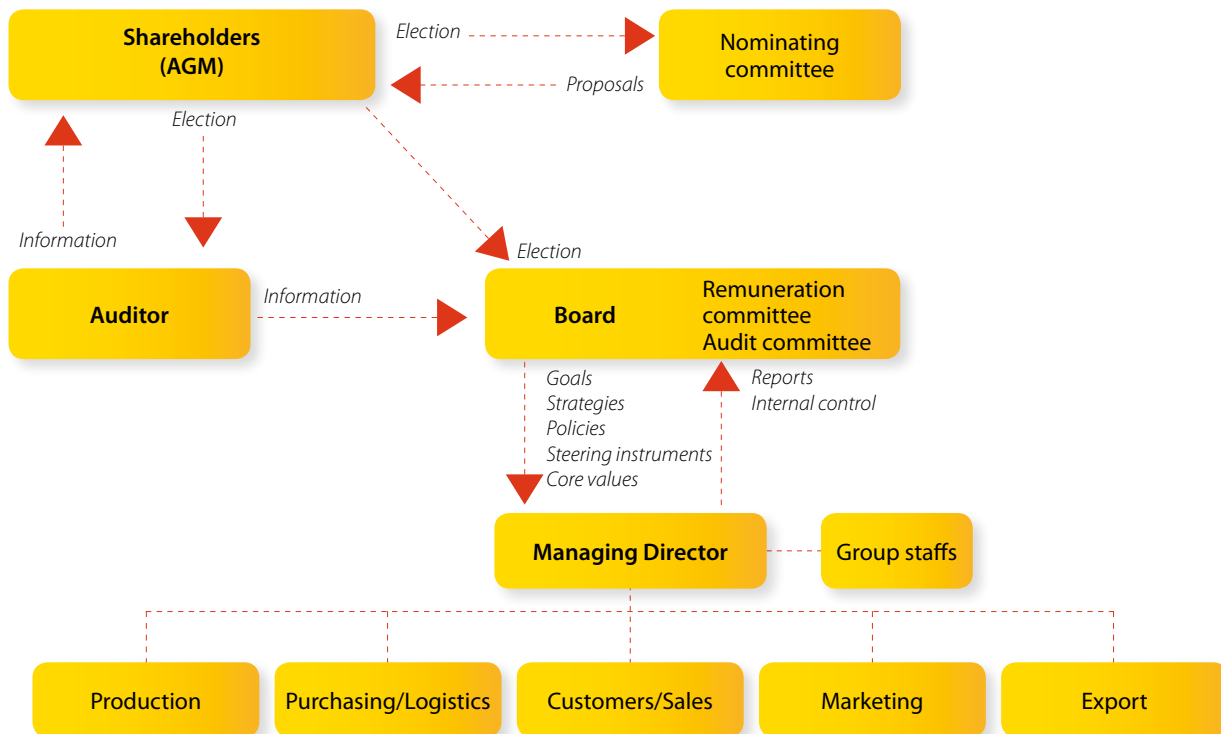
The Board of Directors is responsible for ensuring that the company's organisation is structured in such a way that the company's financial circumstances can be controlled satisfactorily and that external financial information such as interim reports and annual reports to the market are prepared in accordance with the legal requirements, relevant accounting standards and other rules and directives applicable to listed companies. The interim reports are examined by the Board's audit committee and are issued by the CEO on behalf of the Board. The semi-annual report for the period from September to February, like the annual report, is issued by all members of the Board and the CEO. The CEO ensures that financial accounting in the group companies is carried out in compliance with legal requirements and that financial management is conducted in a satisfactory manner. Cloetta AB's Managing Director is a member of the boards of all operating subsidiaries. Every month, the Group prepares a closing of the books that is submitted to the Board and the Group Management Team (see also section on internal reporting on page 49).

The Board ensures the quality of the Group's financial reporting through the audit committee (see below). The audit committee deals not only with the company's financial reports and significant accounting matters, but also matters related to internal control, compliance with rules, reliability of reported values, events after the balance sheet date, changes in estimates and judgments and other conditions affecting the quality of the financial statements.

COMMITTEES

It is of considerable significance to the company that well-founded and credible nominations for appointment of Board members and auditors can be presented to the AGM. Professional expertise, independence and integrity are qualities that should characterise the company bodies.

Governance structure



Nominating committee

The AGM of Cloetta on 18 December 2009 adopted rules for the nominating committee essentially according to the following. The nominating committee shall consist of at least four and at most six members. Of these, one shall be a representative of the Board, appointed by the Board, and three shall be members representing the major shareholders. The members thus appointed shall themselves appoint one additional member. The major shareholders are based on the ownership statistics provided to the company by Euroclear Sweden AB at 31 March of each year. In the event of changes in the ownership structure after 31 March, but before the date occurring 12 weeks before the upcoming AGM, the number of members may amount to six. The member appointed by the largest shareholder in terms of voting power shall be the chairman of the nominating committee.

The composition of the nominating committee shall be announced at least six months prior to the AGM. The task of the nominating committee is to prepare recommendations to be put before the AGM for decision regarding election of Board members, fees to the Board of Directors, remuneration for committee work, election of the Board Chairman, election of a chairman of the AGM, and, when applicable, election of auditors and auditing fees. Complete rules regarding Cloetta's nominating committee can be found at www.cloetta.se

The nominating committee ahead of the AGM on 15 December 2010 has the following composition:

- Lennart Bylock, chairman of the nominating committee, appointed by AB Malfors Promotor
- Thomas Ehlin, appointed by Nordea Fonder
- Eva Törnqvist, appointed by Ulla Håkanson
- Johan Hjertonsson, appointed by the Board of Cloetta AB

Audit committee

The Board has appointed an audit committee consisting of Olof Svenfelt, Mikael Svenfelt and Meg Tivéus. The main task of the committee is to support the Board in its efforts to ensure the quality of the company's financial reporting, to handle issues relating to internal control and to stay continuously informed about the focus and scope of the audit.

From the date of the previous AGM, the committee held four meetings. The company's auditor, Helene Willberg, has participated in all meetings of the audit committee. On one occasion the auditor has also met with the committee without the presence of the Executive Management. Together with the Executive Management, the committee has evaluated the year's audit performance. Furthermore, the Board has met with the auditor in connection with the Board meeting on 19 October 2010 at which adoption of the annual accounts was dealt with. Furthermore, an extra meeting of the committee has dealt with the election of an auditor ahead of the AGM on 15 December 2010. A customary procurement process has preceded the committee's decision to propose to the nominating committee re-election of the auditing firm of KPMG, with Helene Willberg as Auditor in Charge.

Members	Attendance at a total of 4 meetings
Olof Svenfelt	4
Mikael Svenfelt	4
Meg Tivéus	4

Remuneration committee

The Board has appointed a remuneration committee consisting of Lennart Bohlin and Ulrika Stuart Hamilton, whose task is to prepare recommendations for remuneration and other terms of employment for the Executive Management, as well as matters related to incentive programmes. The com-

mittee has held one meeting since the previous AGM. For remuneration to the Managing Director and other senior executives, see Note 7.

Members	Attendance at a total of 1 meeting
Lennart Bohlin	1
Ulrika Stuart Hamilton	1

AUDIT

The auditor is responsible for examining the company's annual accounts and accounting records and the administration of the Board of Directors and the Managing Director. After every financial year, the auditor shall present an audit report to the AGM.

The AGM on 23 April 2007 appointed the certified auditing firm of KPMG AB as the company's auditor for the following four-year period. Authorised Public Accountant Helene Willberg is Auditor in Charge. The next auditor election will take place at the AGM on 15 December 2010 and the nominating committee proposes re-election of the company's current auditing firm KPMG, with Helene Willberg as Auditor in Charge for the period until the end of the next AGM.

INTERNAL CONTROL

Introduction

The following has been prepared in accordance with the Swedish Code of Corporate Governance. The guidelines issued by Svenskt Näringsliv (the Confederation of Swedish Enterprise) and FAR SRS (the Institute for the Accountancy Profession in Sweden) regarding the Board's report on internal control over financial reporting identify COSO (Committee of Sponsoring Organizations of the Treadway Commission¹⁾) as the most widely used and internationally accepted framework and as having a special status in defining good internal control. Cloetta has therefore decided to implement the COSO framework for internal control over financial reporting and the framework has been adapted to the company's operations and conditions.

The Board has defined guidelines for the above work which include roles, responsibilities and processes that are vital in maintaining good internal control. The following is a description of how internal control over financial reporting is currently organised.

Description

Control environment

Effective oversight by the Board of Directors is the basis for good internal control. The company's Board of Directors has established well defined processes and procedures for its work. One key task of the Board is to decide on the internal control framework to be applied in the Group and to formulate and approve a number of fundamental policies, guidelines and frameworks related to financial reporting. These include an accounting manual with instructions for financial accounting and reporting, a finance policy, instructions on decision-making powers and authorisation of business transactions and an ethical policy. In addition, the Board has ensured that the organisational structure is logical and transparent with clearly defined roles, responsibilities and processes that promote effective management of operating risks.

The audit committee assists the Board in continuous monitoring of internal control. The tasks of the audit committee include evaluation and discussion of significant accounting and reporting issues.

Since the AGM on 18 December 2009, the audit committee has received reports from the company's management on development of the company's internal control. The audit committee has examined and evaluated the routines for financial accounting and reporting and has monitored and evaluated the external auditor's performance, qualifications and independence. The audit committee has received reports from the company's independent auditors and has held four reviews with the auditors since the last AGM.

The company's management has operating responsibility for internal control. The Group CFO has overall operating responsibility for internal control over the Group's financial reporting, and reports to the management and the Board. Those in charge of finance and accounting in each subsidiary have overall responsibility for internal control over financial reporting in their own units, and continuously report on the status of internal control to the Group CFO.

Risk assessment

Cloetta has performed an analysis at the Group level of the risk for material misstatements in the consolidated profit and loss accounts, balance sheets and related notes, with respect to both quantitative and qualitative risk parameters. Based on this risk analysis, a number of significant accounts and underlying processes have been identified. Furthermore, the company has established a number of risk management processes that have a consider-

¹⁾ Originally formed in 1985 to sponsor the National Commission on Fraudulent Financial Reporting in the USA.



able influence on the company's ability to ensure complete and accurate financial reporting. These procedures cover the following main areas:

- Risk assessments in which one aim is to quickly identify events in the market or in operations with a potential effect on the financial reporting.
- Processes to identify changes in accounting rules and recommendations and to ensure that these changes are accurately reflected in the company's financial reporting.

Control activities

Connected to the significant processes identified in the risk assessment, there are control structures to handle and minimise the risk for material misstatements in the financial reporting. These control structures consist partly of an organisation with clearly defined roles that facilitate an effective, and from an internal control standpoint, appropriate separation of responsibilities, and partly of specific control activities aimed at detecting or preventing risks for material misstatements in the financial reporting. Critical control activities are thoroughly documented and linked to the inherent risks they are intended to minimise for every significant account in the profit and loss account and balance sheet and the related notes in the company's annual report. Examples of control activities include well defined decision-making processes and procedures for significant decisions (such as investments, agreements, approval of accounting transactions, etc.), profit analyses and other analytical procedures, reconciliations, inventories and automatic controls in IT systems.

Information and communication

The company's normative documents in the form of policies, guidelines, manuals, etc., with relevance for financial reporting are continuously updated and communicated via appropriate channels, such as the intranet and internal meetings. Internal reporting on the effectiveness of internal control is carried out continuously. For communication with external parties, there is an explicit policy that contains guidelines for how this should be carried out. The purpose of the policy is to ensure that all information requirements are met in a complete and accurate manner.

Monitoring

During the year, Cloetta has performed tests on selected parts of the control structure. These reviews of internal control include audits of compliance with certain policies and guidelines and evaluation of the effectiveness of significant control activities linked to risks for material deficiencies in the financial reporting. The outcome of these reviews has been reported to the Board's audit committee.

The Board continuously monitors and evaluates the information provided by the management and audit committee. One particularly important step in monitoring of internal control is the work of the audit committee in evaluating the management's performance in this area. This includes ensuring that action is taken to address the deficiencies and recommendations identified in external audits. Furthermore, the Board of Directors and audit committee have an annual process to ensure that appropriate measures are taken to address the shortcomings identified and measures recommended by the independent auditors.

Evaluation of the need for a separate internal audit function

At present, the Group has no separate internal audit function. The internal control structure is monitored through self-assessments and the results of these are compiled and reported to the Board's audit committee. In view of this, the Board of Directors concludes that there is currently no need for a separate internal audit function in order to perform effective monitoring of internal control.

The Board of Directors

AUDITOR'S STATEMENT ON THE CORPORATE GOVERNANCE REPORT IN ACCORDANCE WITH CHAPTER 6, SECTION 9 OF THE ANNUAL ACCOUNTS ACT (1995:1554)

*To the Annual General Meeting of Cloetta AB (publ.)
Corporate identification number 556308-8144*

Roles and separation of responsibilities

We have examined the corporate governance report for the financial year from 1 September 2009 to 31 August 2010 on pages 48–53. The Board of Directors and the Managing Director are responsible for the preparation and presentation of the corporate governance report in accordance with the Annual Accounts Act. Our responsibility is to examine the corporate governance report so that we can provide a written statement in accordance with Chapter 6, Section 9, of the Annual Accounts Act.

Focus and scope

We conducted our audit in accordance with generally accepted auditing standards in Sweden. Those standards require that we plan and perform the audit to obtain reasonable assurance that the corporate governance report is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the information in the corporate governance report. We believe that our audit provides a reasonable basis for our opinion set out below.

Conclusion

In our opinion, the corporate governance report has been prepared in accordance with the Annual Accounts Act and that it is consistent with the other parts of the annual accounts and the consolidated accounts.

Ljungsbro, 25 November 2010

Helene Willberg
Authorised Public Accountant





Board of Directors and Auditors

Olof Svenfelt (Chairman)

Born: 1941, M.Sc.Eng. and LL.B.
Chairman since 2008.

Elected to the Board: 25 August 2008.

Other assignments: Board member of AB Malfors Promotor, Highland Group AB, Metoden Agenturer AB and Phlisa Metall AB. Board member and Managing Director of AB Malfors Holding. Board member of the Hjalmar Svenfelt Foundation, the Wilhelm Stenhammar Foundation, the Hagdahl Academy Foundation and the Georg Hultner Foundation.

Previous assignments: Board member and Deputy Chairman of Cloetta Fazer AB.

Shareholding in Cloetta: 10 class A shares and 408,020 class B shares.

Related party shareholdings in Cloetta: 2,358,864 class A shares and 10,285,455 class B shares.

Independent from major shareholders: No

Independent from company and management: Yes

Lennart Bohlin

Born: 1942, MBA.

Elected to the Board: 5 November 2008.

Other assignments: Chairman of AB Anders Löfberg, CMA Research AB, Norins Ost AB, Redakliniken AB and Stjärnagg AB. Deputy chairman of IHM Business School AB and Östgöta Brandstodsbolag. Board member of Midelfart Sonesson AB (publ), Hamravik Group AB, Kuponginlösen AB, Löfbergs Lila AB, Sales Support Sweden AB and the Östergötlands County Museum.

Previous assignments: Managing Director and CEO of Cloetta AB and Cloetta Fazer AB 1989–2002.

Shareholding in Cloetta: 10,000 class B shares.

Independent from major shareholders: Yes

Independent from company and management: Yes

Ulrika Stuart Hamilton

Born: 1958, MBA.

Elected to the Board: 5 November 2008.

Other assignments: Deputy Managing Director of the Swedish Entrepreneurship Forum. Board member of MittMedia Förvaltnings AB and Stiftelsen Pressorganisation. Board member and Chairman of Liberala Nyhetsbyrå AB.

Previous assignments: Senior positions in the Federation of Private Enterprises (Företagarna), the Centre for Business and Policy Studies (SNS), Gullers Grupp Informationsrådgivare AB, the Swedish Liberal Party and the Swedish Ministry of Finance. Member of the Swedish Companies Act Committee and AB Vattenfall.

Shareholding in Cloetta: 550 class B shares.

Independent from major shareholders: Yes

Independent ifrom company and management: Yes

Johan Hjertzonsson

Born: 1968, MBA.

Elected to the Board: 5 November 2008.

Other assignments: Board member of AB Fagerhult. Managing Director and CEO of AB Fagerhult.

Previous assignments: Managing Director and CEO of Lammhults Design Group AB. Board member of Electrolux Filter AB and BRIO AB.

Shareholding in Cloetta: 0.

Independent from major shareholders: Yes

Independent from company and management: Yes

Shareholdings at 31 August 2010.



From left: Lennart Bohlin, Birgitta Hillman, Ulrika Stuart Hamilton, Birgitta Junland, Olof Svenfelt, Johan Hjertsson, Lena Grönedal, Mikael Svenfelt and Meg Tivéus. Linus Ekegren is not shown in the picture.

Mikael Svenfelt

Born: 1966, Marketing and business economist, various law studies.

Elected to the Board: 25 August 2008.

Other assignments: Managing Director of AB Malfors Promotor. Managing Director and board member of Phlisa Metall AB. Board member of Fjärilshuset Haga Trädgård AB, Sjöleden Hällevik AB and Rollox AB.

Previous assignments: Senior positions in Nicator, Dell Financial Services and GE Capital Equipment Finance AB.

Shareholding in Cloetta: 5 class A shares and 7,507 class B shares.

Related party shareholdings in Cloetta: 2,619 class B shares.

Independent from major shareholders: No

Independent from company and management: Yes

Meg Tivéus

Born: 1943, MBA.

Elected to the Board: 5 November 2008.

Other assignments: Board member of Swedish Match AB, Nordea Fonder AB, Billerud AB, Arkitektkopia AB, Meg Tivéus AB, Victoria Park AB and Paynova AB. Board member and chairman of Folkandvården Stockholms län AB.

Previous assignments: Managing Director of Svenska Spel AB, deputy Managing Director of Posten AB and Board member of Cloetta Fazer AB.

Shareholding in Cloetta: 204 class B shares.

Independent from major shareholders: Yes

Independent ifrom company and management: Yes

Employee representatives

Lena Grönedal

Born: 1962.

Elected to the Board: 5 November 2008.

Employee representative, the Swedish Food Workers' Union (LIVS). Factory operative, Cloetta Sverige AB.

Shareholding in Cloetta: Convertibles corresponding to 5,032 class B shares.

Related party shareholdings in Cloetta: Convertibles corresponding to 5,032 class B shares.

Birgitta Hillman

Born: 1947.

Elected to the Board: 5 November 2008.

Employee representative, the Negotiation Cartel for Salaried Employees (PTK). Salaried employee, Cloetta Sverige AB.

Shareholding in Cloetta: 19 class B shares and convertibles corresponding to 5,032 class B shares.

Employee representatives, deputies

Linus Ekegren

Born: 1975.

Elected to the Board: 5 November 2008.

Employee representative, the Swedish Food Workers' Union (LIVS). Factory operative, Cloetta Sverige AB.

Shareholding in Cloetta: Convertibles corresponding to 3,289 class B shares.

Birgitta Junland

Born: 1962.

Elected to the Board: 5 November 2008.

Employee representative, the Negotiation Cartel for Salaried Employees (PTK). Salaried employee, Cloetta Sverige AB.

Shareholding in Cloetta: Convertibles corresponding to 5,032 class B shares.

Auditors

Auditor in Charge

Helene Willberg

Born: 1967.

Auditor for the company since 2007.

Authorised Public Accountant, KPMG AB.

Other auditing assignments: Investor AB, Thule Investment AB, Nobia AB och Ortivus AB.

Deputy auditor

Joakim Thilstedt

Born: 1967.

Auditor for the company since 2007.

Authorised Public Accountant, KPMG AB.

Other assignments (selection): Auditor in Charge for Addtech AB and Lagercrantz Group AB.



Group Management Team

Curt Petri

Born: 1952

Position: Managing Director and CEO since 2008, employed in 1990.

Education: MBA.

Other assignments: Board assignments in the Group and deputy board member of the Swedish Food Federation (LI).

Previous external assignments in the past five years: CFO and Deputy Managing Director of Cloetta Fazer AB.

Shareholding in Cloetta: 1,681 class B shares and convertibles corresponding to 31,405 class B shares.

Related party shareholdings in Cloetta: 384 class B shares.

Karin Svårdh

Born: 1968

Position: Plant Manager since 2009, employed in 2009.

Education: MBA.

Other assignments: –

Previous external assignments in the past five years: Head of Arla's Administrative Service Center, Production and Logistics Manager for Arla's Linköping dairy.

Shareholding in Cloetta: Convertibles corresponding to 9,743 class B shares.

Thomas Wiesgickl

Born: 1977

Position: Purchasing and Supply Chain Director since 2010, employed in 2002.

Education: M.Sc.Eng.

Other assignments: –

Previous external assignments in the past five years: Purchasing Director of Cloetta Fazer Sverige AB.

Shareholding in Cloetta: Convertibles corresponding to 9,743 class B shares.

Related party shareholdings in Cloetta: Convertibles corresponding to 3,289 class B shares.

Tony Wiréhn

Born: 1960

Position: Business Development Director since 2010, employed in 2008.

Education: IHM Executive Management School and a number of courses on leadership and sales management.

Other assignments: Board member of LHC Event AB and deputy board member of CETRO Konsult AB.

Previous external assignments in the past five years: Board member and chairman of AB Takeit Innovativ Teknik i Linköping. Secretary General of the Swedish Tennis Association.

Shareholding in Cloetta: Convertibles corresponding to 31,405 class B shares.

Johan Eriksson

Born: 1969

Position: Marketing Director since 2010, employed in 2002.

Education: MBA.

Other assignments: Board assignments in the Group.

Previous external assignments in the past five years: Category Manager Chocolate and Key Account Manager at Cloetta Fazer Sverige AB.

Shareholding in Cloetta: Convertibles corresponding to 9,743 class B shares.



From left: Curt Petri, Karin Svårdh, Thomas Wiesgickl, Tony Wiréhn, Johan Eriksson, Anders Jendeberg, Johan Torell, Thomas Lundh, Kent Sandin and Christina Björck.

Anders Jendeberg

Born: 1969
Position: Group Controller since 2008, employed in 2003.
Education: MBA.
Other assignments: Board assignments in the Group.
Previous external assignments in the past five years: Business Controller at Cloetta Fazer Sverige AB.
Shareholding in Cloetta: Convertibles corresponding to 9,743 class B shares.

Johan Torell

Born: 1969
Position: Export Director since 2010, employed in 2006.
Education: A number of courses on sales, marketing finance and leadership.
Other assignments: –
Previous external assignments in the past five years: Business Area Manager at Coca-Cola Drycker Sverige AB, Customer Service Director at Cloetta Fazer Sverige AB.
Shareholding in Cloetta: Convertibles corresponding to 9,743 class B shares.

Thomas Lundh

Born: 1960
Position: Sales Director since 2010, employed in 2010.
Education: Corporate Management, Göteborg Management Institute (GMI), a number of courses on sales and leadership.
Other assignments: Board assignments in the Group and board member of Britta & Lennarts Nära Kött.
Previous external assignments in the past five years: Managing Director of Boxholm Mejeri AB.
Shareholding in Cloetta: –

Kent Sandin

Born: 1957
Position: CFO since 2008, employed in 2008.
Education: Stockholm School of Economics and a number of courses on finance and leadership.
Other assignments: Board assignments in the Group.
Previous external assignments in the past five years: Board assignments in the Midelfart Sonesson group. CFO of Midelfart Sonesson AB and Finance Director of Cloetta Fazer AB.
Shareholding in Cloetta: Convertibles corresponding to 31,405 class B shares.

Christina Björck

Born: 1959
Position: Head of Human Resources and Communications since 2008, employed in 2001.
Education: Social services with a focus on personnel administration and communication. Executive Programme at the Stockholm School of Economics.
Other assignments: Deputy chairman of Chokofa and sole proprietorship of CB Communication.
Previous external assignments in the past five years: Head of Human Resources at Cloetta Fazer Sverige AB.
Shareholding in Cloetta: Convertibles corresponding to 31,405 class B shares.

Shareholdings at 31 August 2010.