



Press release

4 April 2019

Annual General Meeting of Cloetta AB (publ) on 4 April 2019

Cloetta's Annual General Meeting (AGM) was held on Thursday, 4 April 2019, in Stockholm, Sweden.

Adoption of the balance sheet and profit and loss accounts

The AGM adopted the balance sheet and profit and loss accounts of the parent company and the Group for the preceding year.

Dividend

The AGM approved the proposed shareholder dividend of SEK 1,0 per share shall be declared, totalling SEK 288,619,299. As the record date for payment of dividends, the AGM approved Monday, 8 April 2019. The dividends are expected to be disbursed by Euroclear Sweden AB on Thursday 11 April 2019.

Board of Directors

The AGM discharged the members of the Board of Directors and the President from liability for the preceding financial year. The AGM resolved that the number of directors would be seven, with no deputies. Sitting Board members Lilian Fossum Biner, Mikael Aru, Lottie Knutson, Alan McLean Raleigh, Camilla Svenfelt and Mikael Svenfelt were re-elected. Patrick Bergander was elected as new Board member. The AGM re-elected Lilian Fossum Biner as chairman of the Board. The former Board member Mikael Norman resigned at the AGM.

Board fees

The AGM approved Board fees in accordance with the following. The chairman of the Board will receive SEK 685,000 (previously SEK 620,000) and each of the other Board members elected by the AGM will receive SEK 315,000 (previously SEK 285,000). Fees for work on the Board committees will be paid in an amount of SEK 100,000 (unchanged) to each member of the audit committee and with SEK 150,000 (unchanged) to the chairman of the audit committee and with SEK 100,000 (unchanged) to each member of the remuneration committee and with SEK 150,000 (unchanged) to the chairman of the remuneration committee.

Auditor

The AGM approved the registered auditing company, Öhrlings PricewaterhouseCoopers AB ("PwC"), as auditor until the end of the next Annual General Meeting. PwC will appoint Sofia Götmar-Blomstedt as the auditor in charge.

Nomination Committee

The AGM approved the proposed rules for the nomination committee.

Cloetta AB (publ)

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Guidelines for remuneration to executive management

The AGM approved the Board's proposed guidelines for remuneration to the executive management.

Long-term share based incentive plan (LTI 2019)

The AGM approved the Board's proposal regarding LTI 2019. LTI 2019 comprises up to 45 employees as a maximum, consisting of the group management team and senior managers within the Cloetta Group, divided into three categories. These employees are considered to have a large impact on the results of Cloetta. The first category comprises the President and CEO and the other eleven members of the group management team, the second category is comprised of up to 10 senior managers, who belongs to a certain management level. The third category is comprised of up to 23 senior managers, consisting of individuals who have a certain other employment level.

To participate in LTI 2019, the participant must have a personal shareholding in Cloetta ("Investment Shares"), which shall be allocated to LTI 2019. The Investment Shares may be acquired specifically for purposes of LTI 2019, or be shares already held by the participant, provided that these have not been allocated to the previous incentive plans. The President and CEO and the group management team may as a maximum invest 12 per cent of the participant's fixed annual salary for 2019 before tax, the participants in the second category may as a maximum invest 10 per cent of the participant's fixed annual salary for 2019 before tax, and the participants in the third category may as a maximum invest 8 per cent of the participant's fixed annual salary for 2019 before tax in LTI 2019.

For the first category of participants, each Investment Share gives entitlement to six and a half (6.5) performance share rights. For the second category, each Investment Share gives entitlement to five (5) performance share rights. For the third category, each Investment Share gives entitlement to three and a half (3.5) performance share rights. The performance share rights will be granted to the participant following the Annual General Meeting 2019 in connection with, or shortly after, an agreement is made between the participant and Cloetta concerning participation in LTI 2019.

Statutory meeting

At a statutory meeting held in connection with the AGM, Patrick Bergander, Mikael Aru and Camilla Svenfelt were elected as members of the audit committee with Patrick Bergander as chairman of the committee. The remuneration committee consists of Mikael Svenfelt, Lottie Knutson and Lilian Fossum Biner with Mikael Svenfelt as chairman of the committee.

Media contact

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About Cloetta

Cloetta, founded in 1862, is a leading confectionary company in the Nordic region and the Netherlands. Cloetta's products are sold in more than 50 countries worldwide with Sweden, Finland, Denmark, Norway, the Netherlands, Germany and the UK as the main markets. Cloetta owns some of the strongest brands on the market, such as Läkerol, Cloetta, Candyking, Jenkki, Kexchoklad, Malaco, Sportlife and Red Band. Cloetta has 8 production units in 5 countries. Cloetta's class B-shares are traded on Nasdaq Stockholm. More information about Cloetta is available on www.cloetta.com

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