

## **Notice to attend Extraordinary General Meeting to be held in Cloetta AB (publ)**

The shareholders of Cloetta AB (publ), reg. no. 556308-8144, are hereby invited to attend the Extraordinary General Meeting, to be held on Tuesday 3 November 2020. Due to the COVID-19 pandemic, the Meeting will be carried out only through advance voting pursuant to temporary legislation. It will not be possible to attend the Meeting in person or by proxy.

### **Right to attend the Meeting**

Shareholders who wish to participate in the Extraordinary General Meeting shall be registered in the shareholders' register maintained by Euroclear Sweden AB on Monday 26 October 2020 and shall notify the company of their intention to attend the Extraordinary General Meeting no later than on Monday 2 November 2020 by casting their advance vote in accordance with the instructions under the heading *Advance voting* below, so that the advance voting form is received by the Euroclear Sweden AB no later than Monday 2 November 2020.

### **Nominee-registered shares**

Shareholders whose shares are nominee-registered must temporarily re-register their shares in their own name in the shareholders' register maintained by Euroclear Sweden in order to be entitled to participate in the Extraordinary General Meeting (so called voting registration). The shareholders' register as of the record date on 26 October 2020 will include voting registrations made no later than 28 October 2020. Therefore, shareholders should inform their nominees well in advance before this date.

### **Advance voting**

Shareholders may exercise their voting rights at the Meeting only by voting in advance, through so called postal voting, in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on Cloetta's website, [www.cloetta.com](http://www.cloetta.com). The advance voting form is considered as the notification of participation at the Meeting.

The completed voting form must be received by Euroclear Sweden AB, being the administrator of the forms for Cloetta, no later than Monday 2 November 2020. The completed form shall be sent to Cloetta AB, c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm. The completed form may alternatively be submitted electronically either through BankID signing as per instructions available on <https://anmalan.vpc.se/euroclearproxy> or through sending the completed voting form by e-mail to [GeneralMeetingServices@euroclear.eu](mailto:GeneralMeetingServices@euroclear.eu). If a shareholder votes in advance by proxy, a power of attorney shall be enclosed with the form. Power of attorney forms are available at the company's website, [www.cloetta.com](http://www.cloetta.com). If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed with the voting form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

### **Proposed agenda**

1. Election of Chairman of the Extraordinary General Meeting
2. Drawing up and approval of the voting list
3. Approval of the agenda
4. Election of one or more persons to verify the minutes
5. Determination as to whether the Extraordinary General Meeting has been duly convened
6. Resolution on dividend and determination of record date

## Proposals

### **Item 1 – Election of Chairman of the Extraordinary General Meeting**

The Board of Directors has proposed that Cloetta's Chairman of the Board of Directors, Mikael Norman, is elected Chairman of the Extraordinary General Meeting.

### **Item 2 – Drawing up and approval of the voting list**

The voting list which is proposed to be approved under item 2 shall be the voting list drawn up by Euroclear Sweden AB at the request of the company based on the Meeting's share register and advance votes received. The list shall be controlled by the persons verifying the Minutes.

### **Item 4 – Election of one or more persons to verify the minutes.**

It is proposed that Stefan Johansson, proxy for PRI Pensionsgaranti, and Olof Svenfelt, or, if any or both of them are unable to attend the Meeting, any of the persons assigned by the Nomination Committee, shall verify the minutes. The persons verifying the minutes shall also control the voting list and that received advance votes are correctly reflected in the minutes.

### **Item 6 – Resolution on dividend and determination of record dates**

On 22 March 2020, it was made public by Cloetta that the Board of Directors had decided to withdraw its proposal on a dividend of in total SEK 1.00 per share due to the outbreak of COVID-19. As the consequences of the COVID-19 pandemic now can be better assessed, and considering Cloetta's strong balance sheet and resilient business model that is cash generative also in volatile times, the Board of Directors proposes that the Meeting shall resolve on a dividend of in total SEK 0.5 per share. The Board of Directors proposes the record date for the dividend to be 5 November 2020. The dividend is expected to be paid by Euroclear Sweden on 10 November 2020.

According to the most recently approved balance sheet, as of 31 December 2019, the company's equity amounted to SEK 3,204 million, of which unrestricted equity amounted to SEK 1,764 million. The entire available amount according to Chapter 17 Section 3 of the Swedish Companies Act as of 31 December 2019 of SEK 1,764 million is still available.

## Miscellaneous

The Board of Directors further proposes that the Board of Directors, the CEO or the person that any of them may appoint, shall be authorised to make the minor adjustments in the above resolutions as may be required in connection with registration at the Swedish Companies Registration Office and/or Euroclear Sweden AB.

## Number of shares and votes

As per the date of the announcement of this notice, there were in aggregate 288,619,299 shares outstanding in Cloetta AB distributed on 5,735,249 A-shares and 282,884,050 B-shares. The total number of votes is 340,236,540 whereof 57,352,490 of the votes are represented by A-shares and 282,884,050 of the votes are represented by B-shares. Cloetta AB held, at the time of the announcement of this notice, no own shares in treasury.

## Shareholders' right to receive information

The shareholders have the right to receive information regarding circumstances that may affect the assessment of an item on the agenda if the Board of Directors believes that such information can be provided without causing material damage to the company. A request for such information shall be made in writing to Cloetta AB, Att: Board of Directors, P.O. Box 6036, SE-171 06 Solna, Sweden, or by e-mail to [nathalie.redmo@cloetta.com](mailto:nathalie.redmo@cloetta.com), no later than 24 October 2020. The information is provided by being kept available at the company and on the company's website, [www.cloetta.com](http://www.cloetta.com), no later than as of 29 October 2020. The information is also sent, within the same period of time, to the shareholders who so request and state their postal or email address.

## Documentation

The annual report, including audit report, for 2019, the reasoned statement of the Board of Directors' pursuant to Chapter 18 Section 4 of the Swedish Companies Act as well as the Board of Director's report and the Auditor's statement pursuant to Chapter 18 Section 6 of the Swedish Companies Act will be available at the company and



*This is an in-house translation. In case of any discrepancies between the Swedish original and this translation, the Swedish original shall prevail.*

on the company's website, [www.cloetta.com](http://www.cloetta.com), no later than on Tuesday 13 October 2020 and are sent free of charge to the shareholders who so request and state their postal address.

**Processing of personal data**

For information regarding the processing of your personal data, please see the privacy notice available at Euroclear Sweden AB's website: <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

Stockholm in October 2020  
Cloetta AB (publ)  
*Board of Directors*