

## Press release

Ljungsbro, January 24, 2012

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## Cloetta announces terms of the rights issue

The Board of Directors of Cloetta AB (publ) ("Cloetta" or "the Company") has previously suggested that the extraordinary general meeting, to be held on February 15, authorizes the Board of Directors to resolve on a rights issue of approximately SEK 1,050 million ("the Rights Issue") to finance the merger with LEAF Holland B.V. ("LEAF") ("the Transaction"). The Board of Directors of Cloetta today announces the terms of the Rights Issue as a part of its complete proposal of authorization.

### Terms of the Rights Issue

The Board of Directors of Cloetta has determined the terms of the Rights Issue, which was announced on December 16, 2011. The Rights Issue is subject to the approval of the proposed authorization of the Board of Directors to carry out the Rights Issue by the extraordinary general meeting, to be held on Wednesday, February 15, 2012.

Each current share of class A in Cloetta entitles to one (1) subscription right of class A and each current share of class B entitles to one (1) subscription right of class B. One (1) subscription right of class A or class B respectively entitles to subscribe four (4) new shares of the respective share class. The share capital can maximally increase by SEK 502,481,700. The maximum number of shares to be issued amounts to 9,440,000 A-shares and 91,056,340 B-shares (based on full dilution from the outstanding convertibles in the Company).

The subscription price is SEK 10.79 per share, which is equivalent to a total of approximately SEK 1,050 million in proceeds (before deduction of costs attributable to the Rights Issue).

The record date for receiving subscription rights as well as the subscription period will be resolved on, using the authorization by the extraordinary general meeting, by the Board of Directors in connection with its resolution on the Rights Issue. The record date, subscription period and trading in subscription rights is expected to take place in March, 2012.

To the extent that new shares are not subscribed for using primary preferential right, these are to be offered for subscription to all shareholders (subsidiary preferential right). If the subscription right (the primary preferential right) is sold, the subsidiary preferential right, too, is transferred to the new holder of the subscription right. In addition, investors are offered to subscribe for shares without preferential right.

### **Commitments to subscribe**

AB Malfors Promotor, the largest shareholder of Cloetta, holding approximately 52 per cent of the share capital and 74 per cent of the votes in Cloetta, has undertaken to vote in favour of the Transaction and certain other resolutions connected to the Transaction at the extraordinary general meeting and subscribe for its pro rata share of the Rights Issue, equivalent to a new investment in Cloetta of at least SEK 545 million.

In addition, AB Malfors Promotor and the main shareholders of LEAF, funds with CVC Capital Partners ("CVC") as advisors and Nordic Capital Fund Limited V ("Nordic Capital") (both indirectly through LEAF Holding S.A.), have agreed to underwrite the remainder of the Rights Issue. Consequently, 100 per cent of the Rights Issue is committed and underwritten. The underwriting commitment is done without the charging of underwriting commission.

### **Issue in kind to LEAF Holding S.A.**

According to the agreement between Cloetta, on one side, and CVC and Nordic Capital (through LEAF Holding S.A.), on the other, CVC and Nordic Capital will as part of the consideration for LEAF receive C-shares in Cloetta equivalent to 57.6 per cent of the share capital after full dilution from the Rights Issue.<sup>1</sup> As a consequence of the specified terms of the Rights Issue, the number of C-shares to be issued to CVC and Nordic Capital will amount to 165,186,924.

### **Advisors**

Handelsbanken Capital Markets is Sole Lead Manager and Bookrunner in the Rights Issue and Cederquist is legal advisor to Cloetta.

### **Media inquiries, please contact:**

Christina Björck, Head of Communications, Cloetta, +46 70 544 88 78

The information contained in this press release is such that Cloetta is required to disclose pursuant to the Swedish Financial Instruments Trading Act and/or the Swedish Securities Markets Act. The information was submitted for publication on January 24, 2012 at 08:00 CET.

### **About Cloetta**

Founded in 1862, Cloetta is the oldest confectionery company in the Nordic region. The company's key brands are Kexchoklad, Center, Plopp, Polly, Tarragona, Guldnougat, Bridge, Juleskum, Sportlunch and Extra Starka. Cloetta has two production units in Sweden, one in Ljungsbro and one in Alingsås. Cloetta's B-shares have been traded on NASDAQ OMX Stockholm since 16 February 2009.

More information about Cloetta, including the annual report for 2010/2011, as well as information on the merger with LEAF, is available on [www.cloetta.com](http://www.cloetta.com).

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<sup>1</sup> Before dilution from, at the time of the agreement, outstanding convertibles in the Company.

## Important notice

This press release is not an offer for subscription for shares in Cloetta. A prospectus relating to the Rights Issue referred to in this press release and the subsequent listing of new shares at NASDAQ OMX Stockholm will be prepared and filed with the Swedish Financial Supervisory Authority. After approval and registration of the prospectus by the Swedish Financial Supervisory Authority, the prospectus will be published and made available on Cloetta's website, subject to certain customary limitations arising from securities laws and regulations.

The distribution of this press release in certain jurisdictions may be restricted by law and persons into whose possession it or any part of it comes should inform themselves about and observe any such restrictions. The information in this press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of any securities of the company in any jurisdiction.

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Handelsbanken Capital Markets is acting for Cloetta and no one else in connection with the Rights Issue and will not be responsible to anyone other than the company for providing the protections afforded to their respective clients or for providing advice in relation to the Rights Issue and/or any other matter referred to in this announcement.

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## European Economic Area

Cloetta has not authorized any offer to the public of shares or rights, as applicable, in any Member State of the European Economic Area other than Sweden. With respect to each Member State of the

European Economic Area other than Sweden and which has implemented the Prospectus Directive (each, a “Relevant Member State”), no action has been undertaken to date to make an offer to the public of shares or rights requiring a publication of a prospectus in any Relevant Member State. As a result, the shares or rights, as applicable, may only be offered in Relevant Member States:

(a) to legal entities which are authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities;

(b) to any legal entity meeting two or more of the following criteria: (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than EUR 43 million and (3) an annual net turnover of more than EUR 50 million, as shown in its last annual or consolidated accounts; or

(c) in any other circumstances, not requiring the company to publish a prospectus as provided under Article 3(2) of the Prospectus Directive.

For the purposes hereof, the expression an “offer to the public of shares or rights, as applicable” in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the shares or rights, as applicable, to be offered so as to enable an investor to decide to purchase any securities, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression “Prospectus Directive” means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

## **United Kingdom**

This communication is directed only at (i) persons who are outside the United Kingdom and (ii) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”) and (iii) to high net worth entities falling within Article 49(2) (a) to (d) of the Order (all such persons together being referred to as “relevant persons”). Any investment activity to which this communication relates will only be available to and will only be engaged with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

## **Forward-Looking Statements**

This press release contains forward-looking statements that reflect management’s current views with respect to certain future events and potential financial performance. Although Cloetta believes that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct. Accordingly, results could differ materially from those set out in the forward-looking statements as a result of various factors. You are advised to read this announcement and, once available the prospectus and the information incorporated by reference therein, in their entirety for a further discussion of the factors that could affect the Cloetta’s future performance and the industries in which it operates. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements in this announcement may not occur.