

To the Annual General Meeting in Cloetta AB (publ) on 11 April 2013

The nomination committee's proposal to the Annual General Meeting and its statement regarding proposal for Board of Directors

Proposals by the nomination committee

The nomination committee, consisting of Christer Wagenius, chairman, appointed by AB Malfors Promotor, Anders Näsвик, appointed by Cidron Pord S.á.r.l. (Nordic Capital Fund V), Gustaf Martin-Löf, appointed by Godis Holdings S.á.r.l. (CVC Capital Partners) and Lennart Bylock, appointed by the Board of Directors of Cloetta AB, shall in accordance with the decision of the 2011 Annual General Meeting in Cloetta AB on 19 December 2011 prepare proposals to the next Annual General Meeting regarding:

- Chairman of the Annual General Meeting.
- Members of the Board of Directors to be elected by the Annual General Meeting.
- Chairman of the Board of Directors.
- Remuneration to the members of the Board of Directors elected by the Annual General Meeting, distributed between the chairman of the board, the deputy chairman of the board, if any, and the other members of the Board of Directors, and remuneration for work on the committees.
- Remuneration to the auditors.
- Election of auditors (as applicable).
- Rules for the nomination committee.

The nomination committee proposes the following to the Annual General Meeting:

- The lawyer Wilhelm Lüning shall be elected as chairman of the Annual General Meeting
- The nomination committee proposes re-election of the current board members, i.e. Lennart Bylock, Hans Eckerström, Håkan Kirstein, Adriaan Nühn, Robert-Jan van Ogtrop, Mikael Svenfelt, Olof Svenfelt, Meg Tivéus and Peter Törnquist. Further, it is proposed that Lilian Fossum Biner shall be elected as new board member. Information regarding the proposed board members is available in attachment A.
- Lennart Bylock shall be re-elected as chairman of the board.
- The chairman of the board shall be paid a fee of SEK 500,000 (unchanged) and each of the other directors elected by the Annual General Meeting shall be paid a fee of SEK 250,000 (unchanged). The nomination committee has further proposed that remuneration shall be payable for work in the board's committees with SEK 100,000 to each member of the audit committee (unchanged) and with SEK 50,000 to each member of the remuneration committee (unchanged). The proposal by the nomination committee involves that the total fee to the Board of Directors amounts to SEK 3,350,000 including for work on the committees. The auditors shall be paid in accordance with approved invoices.

- The registered auditing company, KPMG AB, shall be re-elected as auditor until the end of the next Annual General Meeting. KPMG AB will appoint Helene Willberg as the auditor in charge.

The nomination committee furthermore proposes that the Annual General Meeting shall decide on the enclosed rules for the nomination committee, see item 14.

The nomination committee's statement regarding its proposal for the Board of Directors

The nomination committee has proposed that Cloetta's current board members shall be re-elected and that Lilian Fossum Biner shall be elected as new board member. The nomination committee is of the following opinion regarding the number of directors of the board and the appropriate composition of the board.

The Board of Directors has, due to the company's merger with LEAF, in addition to its customary duties devoted special efforts to integration of the operations, which is now being completed. The Board of Directors has shown its excellent co-operational skills and its appropriate composition characterized by diversity and breadth of qualifications, experience and background. There is therefore every reason for the board members to continue their meritorious board work. At the same time, there must be room to gradually achieve rejuvenation and a more equal gender balance. The nomination committee's proposal for election of Lilian Fossum Biner adds additional qualified competence and experience and is also one step in the aforementioned direction. Such changes are also expected to have as a result that the number of board members may in the future be reduced.