



Press release

7 March 2013

Notice of the Annual General Meeting of Cloetta AB (publ)*

Shareholders of Cloetta AB (publ), 556308-8144, are hereby invited to attend the Annual General Meeting, to be held on Thursday, 11 April 2013 at 2:00 pm. at Hotel Rival, Mariatorget 3, Stockholm, Sweden.

Notification of attendance

Shareholders who wish to attend the Annual General Meeting must, firstly, be listed in the shareholders' register maintained by Euroclear Sweden AB (the Swedish Central Securities Depository), on Friday, 5 April 2013, and secondly, give notice to the company of their intention to attend the meeting no later than Friday, 5 April 2013.

Notification shall be given in writing by mail to Cloetta AB, "Årsstämman", P.O. Box 7841, SE-103 98 Stockholm, Sweden, by telephone +46-8 402 92 85, by fax +46-8 402 92 56 or by e-mail to susanne.beijar@cloetta.com. Shareholders that are physical persons can also give notification at the company's website www.cloetta.com/arsstamma2013. Name, personal number/corporate registration number, address, telephone number and the number, maximum two, of accompanying assistants, if any, should be stated when notification is given.

Representatives of minors and corporate representatives shall submit authorisation documents to the company well in advance of the Annual General Meeting. Power of attorney forms are available on the company's website, www.cloetta.com.

To be able to attend the Annual General Meeting, shareholders whose shares are registered in the name of a nominee must have such shares temporarily registered in their own names, in the shareholders' register maintained by Euroclear Sweden AB. This procedure, so-called voting rights registration, must have been effected on Friday, 5 April 2013 and should be requested from the nominee well in advance of this date.

Proposed agenda

1. Opening of the meeting
2. Election of the chairman of the meeting
3. Drawing up and approval of voting list
4. Approval of the agenda
5. Election of two persons to verify the minutes
6. Determination as to whether the meeting has been duly convened
7. Presentation of the annual report and the auditor's report, and the consolidated financial statements and the consolidated audit report, for the financial year 1 September 2011 – 31 December 2012
8. Presentation by the President
9. Report by the chairman of the board on the work of the board
10. Resolution on adoption of the income statement and the balance sheet as well as the consolidated income statement and consolidated balance sheet

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11. Resolution on disposition of the company's earnings according to the approved balance sheet, and record day for any dividend
12. Resolution on discharge from personal liability of the directors and the President
13. Resolution on the number of directors, remuneration to be paid to the directors and to the auditor, election of directors and the chairman of the board, and election of auditor
14. Proposal regarding rules for the nomination committee
15. Proposal regarding guidelines for remuneration to the executive management
16. Proposal regarding amendments to the articles of association
17. Proposal regarding the introduction of a long term incentive plan (LTI 2013)
18. Closing of the meeting

Proposals

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 submit proposals to be resolved upon under items 2, 13 and 14 on the agenda.

Item 2 – Election of the chairman of the meeting

The nomination committee proposes that the lawyer Wilhelm Lüning is elected as chairman of the meeting.

Item 11 – Resolution on disposition of the company's earnings according to the approved balance sheet, and record day for any dividend

The Board of Directors proposes that no dividend is declared for the financial year 1 September 2011 – 31 December 2012 and that the unappropriated earnings at the disposal of the Annual General Meeting in the amount of SEK 2,772,490,165 are carried forward.

Item 13 – Resolution on the number of directors, resolution on the remuneration to be paid to the directors and to the auditor, election of directors and chairman of the board, and election of auditor

The nomination committee proposes that the registered auditing company KPMG AB shall be re-elected as auditor until the end of the next Annual General Meeting and that the auditor shall be paid in accordance with approved invoices. KPMG AB will appoint Helene Willberg as the auditor in charge.

At the time of issuing this notice, the company had not yet received the nomination committee's other proposals under this item (number of directors, remuneration, election of directors and chairman of the board). As soon as the company has received these proposals from the nomination committee, the company will announce the proposals through a press release and make them available at the company and on the company's website.

Item 14 – Proposal regarding rules for the nomination committee

The nomination committee proposes the following.

1. The company shall have a nomination committee consisting of not less than four and not more than six members. Three of the members shall be appointed by the major shareholders and one member shall be appointed by the Board of Directors amongst its directors. These members of the nomination committee may appoint one additional member. In those cases referred to in item 6 below, the number of members can amount to six.

2. Based on ownership statistics received from Euroclear Sweden AB as per the date occurring five months before the expiry of the current financial year each respective year, the chairman of the board shall, without delay, contact the three largest shareholders in the company in terms of votes, and offer such shareholders to, within reasonable time, each appoint a representative to be part of the nomination committee. If any of these shareholders elects to renounce from its right to appoint a representative, the right to appoint a



representative shall be transferred to the largest shareholder in turn in terms of votes which is not already entitled to be represented on the nomination committee.

3. The member of the nomination committee who represents the shareholder controlling the largest number of votes shall chair the nomination committee.

4. The members of the nomination committee are appointed for a term up until a new nomination committee has been appointed.

5. The composition of the nomination committee shall be announced as soon as the nomination committee has been formed and in all events no later than six months before the next Annual General Meeting.

6. In the event that the ownership structure of the company is changed after the date occurring five months before the expiry of the current financial year, but before the date that occurs 12 weeks before the next Annual General Meeting, and if a shareholder that has become one of the three largest shareholders in terms of votes following this change asks the chairman of the nomination committee to be represented on the nomination committee, such shareholder is entitled to, in the nomination committee's discretion, either appoint an additional member to the nomination committee or to replace the member who represents, following the change of the ownership structure, the smallest shareholder in terms of votes.

7. If a member of the nomination committee that represent a shareholder resigns or otherwise is unable to continue as member, the nomination committee shall – if time allows and if the change is not due to a specific circumstance e.g. that the shareholder has sold its shares – request the shareholder that had appointed that member to, within reasonable time, appoint a new member of the nomination committee. If the shareholder is no longer eligible for the nomination committee or if it renounces its right to appoint a member, the right to appoint such new member shall be transferred to the largest shareholder in turn in terms of votes which is not already represented on, or has renounced its right to appoint a member to, the nomination committee. If a member that has been appointed by the other members of the nomination committee resigns or is otherwise unable to continue as member, the other members of the nomination committee may elect a new member.

8. No remuneration shall be paid to the members of the nomination committee. However, the company shall be liable for costs incurred by the nomination committee in its work.

9. The nomination committee shall present proposals regarding (i) chairman of the Annual General Meeting, (ii) members of the Board of Directors to be elected by the Annual General Meeting, (iii) chairman of the Board of Directors, (iv) remuneration to 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, (v) remuneration to the auditors, (vi) election of auditors and (vii) rules for the nomination committee.

10. At shareholders' meetings other than the Annual General Meeting, the nomination committee shall submit proposals for elections, if any, to take place at such shareholders' meeting.

Item 15 – Proposal regarding guidelines for remuneration to the executive management

The Board of Directors proposes that the remuneration to the President and other members of the group management as well as other executives reporting directly to the President shall consist of fixed salary, variable salary, other benefits and pension. Where the Board of Directors finds it appropriate, such executives shall also be offered to participate in long term share based incentive plans, which shall be decided by the general meeting (see item 17). Any variable salary should be linked to predetermined and measurable criteria and be limited to the equivalent of one fixed annual salary. The total remuneration shall be in line with market practice and be competitive, and be related to responsibility and authority. Upon termination of employment agreements by the company, the notice period shall be no longer than 12



months. Any severance pay shall not exceed one fixed annual salary. The company shall strive to have defined contribution pension benefits. The retirement age shall be not less than 60 years and not more than 67 years. These guidelines apply to agreements entered into after the Annual General Meeting, and in case changes are made to existing agreements after this point in time. The Board of Directors shall be entitled to deviate from the guidelines in individual cases if there are special reasons for it.

Item 16 – Proposal regarding amendments to the articles of association

The Board of Directors proposes the following amendments to the articles of association:

- (a) §§ 4, 5 and 11 of the articles of association are amended so that the series C shares are eliminated from the articles of association. The series C shares were introduced as a temporary measure in connection with the merger between Cloetta and LEAF.
- (b) § 11 of the articles of association is amended so that, in the event that a holder of series A shares requests that the company shall convert the shareholder's, in the request specified, series A shares to series B shares, such conversion shall take place with no possibility for the other holders of series A shares to exchange series B shares for series A shares.

Specific majority requirement

To be valid, the Annual General Meeting's resolution under this item 16 must receive support of shareholders representing at least two thirds of both the votes cast as well as the number of shares represented at the meeting, and, because of the proposal under item 16 (b), shareholders representing at least half of all A-shares in the company, and nine-tenth of the A-shares represented at the Annual General Meeting. The shareholder AB Malfors Promotor, that held 99.9 per cent of all A-shares as of 28 February 2013, has agreed to support the proposal under item 16 (b).

Item 17 – Proposal regarding the introduction of a long term incentive plan (LTI 2013)

The Board of Directors proposes that the Annual General Meeting resolves on the introduction of a long term share based incentive plan for Cloetta. The main reason for the introduction of the plan is to, following the merger between Cloetta and LEAF in 2012, align the interests of the shareholders and group management and other key employees in order to ensure maximum long term value creation.

Participants in LTI 2013

LTI 2013 comprises of approximately 68 employees consisting of group management and certain key employees within the Cloetta Group, divided into two categories. The selection of employees into the two categories have been made taking into account that members of the group management and certain other key employees have previously been offered to acquire call options at market terms. These call options have been granted by the main owners in the company for incentive purposes. As a result, the employees that have acquired call options will not be included in the first category and therefore not able to receive the maximum allocation under LTI 2013. The first category is comprised of approximately 32 employees who have been considered to have a significant direct impact on the results of Cloetta. The second category is comprised of approximately 36 individuals, consisting in part of employees who have been considered to have an indirect impact on the results of Cloetta and, as stated above, in part of group management and the other key employees who have already been offered to participate in the existing call option scheme.

Personal shareholding, grant of share rights and vesting period

To participate in LTI 2013, the participant must have a personal shareholding in Cloetta ("Investment Shares"), which shall be allocated to LTI 2013. The Investment Shares may be acquired specifically for purposes of LTI 2013, or be shares already held by the participant. The participant may allocate 1,500, 3,000, 4,500 or, as a maximum, 6,000 Investment Shares to LTI 2013. For the first category of participants, each Investment Share gives entitlement to one matching share right ("Matching Share Right") and four performance share rights ("Performance Share Right") (together referred to as "Share Rights"). For the second category, each Investment Share gives entitlement to one Matching Share Right and two



Performance Share Rights. The Share Rights will be granted to the participant following the Annual General Meeting 2013 in connection with, or shortly after, an agreement is made between the participant and Cloetta concerning participation in LTI 2013. Allocation of B-shares, if any, on the basis of Share Rights will, except for in exceptional circumstances, occur after the announcement of Cloetta's interim report for the first quarter 2016 (the "Vesting Period").

Terms for all Share Rights

For all Share Rights the following conditions apply:

- The Share Rights are granted free of charge.
- Each Matching Share Right entitles the participant to receive, free of charge, one Cloetta B-share on condition that the participant remains employed within the Cloetta Group and that the participant continues to hold the Investment Shares during the entire Vesting Period. Allocation of B-shares on the basis of Performance Share Rights requires, in addition, fulfilment of two performance targets.
- The participants are not entitled to transfer, pledge or dispose of the Share Rights or perform any shareholders' rights regarding the Share Rights during the Vesting Period.
- Cloetta will not compensate the participants in the plan for dividends made in respect of the shares that the respective Share Right qualifies for.

Performance Share Rights

The number of Cloetta B-shares that will be allocated to the participant based on the participant's holding of Performance Share Rights will depend on the level of fulfilment of two performance targets, one of which relates to Cloetta's EBITA level during 2015 and the other relates to growth in Cloetta's compounded net sales value during 2013, 2014 and 2015. A minimum level and a maximum level for each of the performance targets has been established by the Board of Directors. In order for every Performance Share Right to give entitlement to one (1) B-share in Cloetta, the maximum level for both performance targets must have been fulfilled. Where the level of fulfilment is between the minimum and maximum levels, allotment will occur on a linear basis in stages, whereby each of the two performance targets is given equal importance in terms of entitling the participant to B-shares. Cloetta intends to present the level of fulfilment of the performance targets in the 2015 annual report.

Scope, hedging and costs

As a maximum, 1,920,000 B-shares in Cloetta can be allocated to the participants under LTI 2013, which represents approximately 0.7 per cent of all shares and 0.5 per cent of all votes in the company. The number of B-shares included in LTI 2013 shall, under conditions that the Board of Directors stipulates, be subject to recalculation where Cloetta implements a bonus issue, a share split or a reverse share split, a rights issue or similar measures, taking into account customary practice for similar incentive plans.

In order to secure delivery of Cloetta B-shares under LTI 2013, the company intends to enter into one or several equity swap agreement(s) with a third party, under which the third party shall, in its own name, buy and transfer B-shares in the company to the participants in accordance with LTI 2013. Such equity swap agreement may also be used for the purpose of hedging against social security fees resulting from LTI 2013.

Based on a constant share price during the plan, and a Vesting Period of approximately three (3) years, the total cost of LTI 2013 including social security costs is estimated to amount to approximately MSEK 38.4, which on an annual basis is approximately 1.0 per cent of Cloetta's total staff costs during the financial year 2012. LTI 2013 has no limitation on maximum profits per Share Right for the participants and therefore no maximum social security costs can be calculated.

Majority requirement for LTI 2013

A resolution to introduce LTI 2013 in accordance with the Board of Directors' proposal is valid where supported by shareholders holding more than half of the votes cast at the Annual General Meeting. The main shareholders in the company, AB Malfors Promotor, Nordic Capital Fund V and funds advised by

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CVC Capital Partners, together representing 60.3 per cent of all shares and 69.6 per cent of all votes in Cloetta, have declared that they support the Board of Directors' proposal.

Number of shares and votes

At the time of issuing this notice there were in the aggregate 288,619,299 shares outstanding in Cloetta AB distributed on 9,861,614 A-shares and 278,757,685 B-shares. The total number of votes is 377,373,825 whereof 98,616,140 of the votes are represented by A-shares and 278,757,685 of the votes are represented by B-shares. Cloetta AB held, at the time of issuing this notice, no own shares in treasury.

Shareholder's right to request information

In accordance with the Swedish Companies Act Ch. 7 Sec. 32, the shareholders have the right to ask questions at the Annual General Meeting regarding the items on the agenda and about the financial situation of the company and the group. Shareholders who wish to submit questions in advance of the Annual General Meeting, shall send these to Cloetta AB, the Board of Directors, Kista Science Tower, SE-164 51 Kista, Sweden, or per e-mail to susanne.beijar@cloetta.com.

Interpretation

As a service to the shareholders, the meeting will be simultaneously interpreted into English.

Available documents

The accounts, the auditor's report and the auditor's statement regarding compliance with the previous guidelines for remuneration to the executive management as well as the complete proposals for decisions under items 11, 15, 16 and 17 will be available to the shareholders at the company's office and at the company's website www.cloetta.com not later than Thursday, 21 March 2013, and will also be distributed to shareholders who have notified their wish to receive the documents and have informed of their postal address. The complete proposal regarding the resolution under item 17 (LTI 2013) will be distributed automatically to all shareholders.

Stockholm, March 2013
Cloetta AB (publ)
The Board of Directors

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 7 March 2013 at 07.30 a.m. CET.

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