

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

Shareholders of Cloetta AB (publ), reg. no. 556308-8144, are hereby invited to attend the Annual General Meeting, to be held on Tuesday, 9 April 2024 at 15:00 CET at Bonnier Fastigheter Konferens, Torsgatan 21 in Stockholm, Sweden. Registration will commence at 14:00 CET.

The Board of Directors has resolved that shareholders may also exercise their voting right at the Annual General Meeting by postal voting pursuant to the provisions in the Articles of Association of Cloetta.

Right to attend the meeting and notice

Shareholders who wish to participate in the Annual General Meeting shall

- be registered in the shareholders' register maintained by Euroclear Sweden AB on Thursday, 28 March, and
- give notice of attendance to the company no later than Wednesday, 3 April 2024. Notice of attendance may be given in writing to the company at the address Cloetta AB (publ), "Annual General Meeting", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden, by telephone +46 (0)8-402 92 85 on weekdays between 10:00 and 16:00 or on the company's website, www.cloetta.com. When giving notice of attendance, please state your name or company name, personal identification number or company registration number, address, and daytime telephone number. The registration procedure described above also applies to registration for any assistants.

Shareholders who wish to use the possibility of postal voting shall do that in accordance with the instructions under the heading "Postal voting" below. Such postal voting does not require any further notice of attendance.

Nominee-registered shares

To be entitled to attend the meeting, shareholders whose shares are nominee-registered must, in addition to giving notice of attendance to the company, register such shares in their own names in the share register maintained by Euroclear Sweden AB so that the shareholder is recorded in the share register as of 28 March 2024. Such registration may be temporary (so called voting right registration) and request for such registration shall be made to the nominee in accordance with the nominee's routines in such time in advance as decided by the nominee. Voting rights registrations effected no later than the second banking day after 28 March 2024 will be considered in the preparation of the share register.

Proxy etc.

Shareholders who wish to attend the meeting venue in person or through a proxy representative are entitled to bring one or two assistants. Shareholders who wish to bring assistants shall state this in connection with the notice of attendance. Shareholders represented by a proxy shall issue a signed and dated power of attorney for the proxy. If the power of attorney is issued by a legal entity, a copy of a certificate of incorporation, or if such document does not exist, a corresponding document shall be enclosed. In order to facilitate the registration at the meeting, the power of attorney and certificate of incorporation and other documents of authority should be provided to the company at the address stated above no later than 3 April 2024. A proxy form is available on the company's website, www.cloetta.com.

Postal voting

A special form shall be used for postal voting. The form is available on Cloetta's website, www.cloetta.com. The postal 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 Wednesday 3 April 2024. The completed form shall be sent to Cloetta AB, "Annual General Meeting", c/o Euroclear Sweden AB, P.O. 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 GeneralMeetingService@euroclear.com. If a shareholder postal votes by proxy, a power of attorney shall be enclosed with the form. The proxy form is available at www.cloetta.com. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed with the form. The shareholder

may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the postal vote in its entirety) is invalid. Further instructions and conditions are included in the form for postal voting.

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 Annual General Meeting has been duly convened
7. Presentation of the annual report and the auditor's report, as well as the consolidated financial statements and the consolidated audit report, for the financial year 1 January - 31 December 2023
8. Report by the chairman of the board on the work of the board
9. Presentation by the CEO
10. Resolution on adoption of the income statement and the balance sheet as well as the consolidated income statement and consolidated balance sheet
11. Resolution on disposition of the company's earnings according to the approved balance sheet, and record day for any dividend
12. Presentation of remuneration report for approval
13. Resolution on discharge from personal liability of the directors and the CEO
14. Resolution on the number of directors
15. Resolution on remuneration to be paid to the directors and to the auditor
16. Election of directors
17. Election of chairman of the board
18. Election of auditor
19. Proposal regarding
 - (A) long-term share-based incentive plan (LTI 2024) and
 - (B) transfer of own B-shares under LTI 2024
20. Proposal regarding authorisation for the Board of Directors to resolve upon repurchase and transfer of own B-shares
21. Closing of the meeting

Proposals

The nomination committee for the Annual General Meeting 2024, consisting of Lars Schedin, chairman, appointed by AB Malfors Promotor, Johan Törnqvist, appointed by Ulla Håkanson, Victoria Lidén, appointed by Storebrand Fonder AB, and Mikael Norman, appointed by the Board of Directors of Cloetta AB, shall submit proposals to be resolved upon under items 2 and 14-18 on the agenda.

The Board of Directors has submitted proposals for decisions under items 11-12 and 19-20 on the proposed agenda.

Item 2 – Election of the chairman of the meeting

The nomination committee proposes that Fredrik Lundén, member of the Swedish Bar Association, is elected as chairman of the meeting, or, if he is unable to attend the meeting, any person assigned by the nomination committee.

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 a dividend of SEK 1.00 (1.00) per share. Proposed record day is 11 April 2024. If the Annual General Meeting approves this proposal, payment through Euroclear Sweden AB is expected to be made on 16 April 2024.

Item 12 – Presentation of remuneration report for approval

The Board of Directors proposes that the Annual General Meeting approve the remuneration report regarding remuneration to the CEO and the Board of Directors for the financial year 2023.

Item 14 – Resolution on the number of directors

The nomination committee proposes that the board shall consist of seven members elected by the Annual General Meeting with no deputies.

Item 15 – Resolution on the remuneration to be paid to the directors and to the auditor

The nomination committee proposes that the chairman of the board shall be paid a fee of SEK 800,000 (previously SEK 750,000) and each of the other directors elected by the Annual General Meeting shall be paid a fee of SEK 340,000 (previously SEK 325,000). Furthermore, it is proposed that fees shall be payable for work in the board's committees with SEK 110,000 to each member of the audit committee (previously SEK 100,000) and with SEK 175,000 to the chairman of the audit committee (previously SEK 150,000) and with SEK 100,000 to each member of the remuneration committee (unchanged) and with SEK 150,000 to the chairman of the remuneration committee (unchanged). The proposal by the nomination committee constitutes a total fee to the board of SEK 3,585,000 (previously SEK 3,400,000), including work on the committees.

The nomination committee proposes that remuneration to the auditors shall be paid in accordance with approved invoices.

Item 16-17 – Election of directors and chairman of the board

The nomination committee proposes re-election of the board members Patrick Bergander, Malin Jennerholm, Pauline Lindwall, Alan McLean Raleigh, Camilla Svenfelt and Mikael Svenfelt as board members. Mikael Norman has declined re-election. The nomination committee proposes election of Morten Falkenberg as new board member and chairman of the Board of Directors. Information regarding the proposed board members is available on the company's website www.cloetta.com.

Item 18 – Election of auditor

The nomination committee proposes, in accordance with the audit committee's recommendation, that the registered auditing company, Öhrlings PricewaterhouseCoopers AB ("PwC"), shall be re-elected as auditor until the end of the next Annual General Meeting. PwC has informed the nomination committee that Sofia Götmar-Blomstedt will be appointed as the auditor in charge if PwC is re-elected as auditor.

Item 19 – Proposal regarding (A) long-term share-based incentive plan (LTI 2024) and (B) transfer of own B-shares under LTI 2024

The Board of Directors proposes that the Annual General Meeting resolves on a long-term share-based incentive plan (LTI 2024) for Cloetta AB (publ) ("Cloetta") and on a transfer of own B-shares in accordance with item (A) and (B) below.

(A) LONG-TERM SHARE-BASED INCENTIVE PLAN

The Board of Directors proposes a long-term share-based incentive plan for 2024 in line with the structure used in previous years incentive plans. The main motive for LTI 2024 is to align the interests of the executive management team and key employees with the shareholders' in order to ensure maximum long-term value creation. Similar to last year's long-term share-based incentive plan, LTI 2024 will contribute to a group-wide focus for the participants on increased profit and growth. The incentive plan is also important for Cloetta to be able to recruit and retain senior employees.

Participants in LTI 2024

LTI 2024 comprises up to 44 employees as a maximum, consisting of the executive management team and senior managers within the Cloetta group, divided into three categories. These employees are considered to have a large impact on the growth and results of Cloetta. The first category comprises the CEO and the other 9 members of the executive management team, the second category comprises up to 11 senior managers, who belongs to a certain management level. The third category comprises up to 23 managers, consisting of individuals who have a certain other employment level.

Personal shareholding, grant of performance share rights and vesting period

To participate in LTI 2024, the participant must have a personal shareholding in Cloetta ("Investment Shares") and that those shares are allocated to LTI 2024. The Investment Shares may be acquired specifically for purposes of LTI 2024, or be shares already held by the participant, provided that these have not been allocated to previous incentive plans. The CEO and the executive management team may as a maximum

invest 12 per cent of the participant's fixed annual salary for 2023 before tax, the participants in the second category may as a maximum invest 10 per cent of the participant's fixed annual salary for 2023 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 2023 before tax in LTI 2024.

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 2024 in connection with, or shortly after, an agreement is made between the participant and Cloetta concerning participation in LTI 2024.

Terms for the performance share rights

For the performance share rights the following conditions apply:

- The performance share rights are granted free of charge.
- The participants are not entitled to transfer, pledge or dispose of the performance share rights or perform any shareholders' rights regarding the performance share rights during the vesting period.
- Allocation of B-shares shall normally take place within two weeks after announcement of Cloetta's interim report for the first quarter of 2027.
- Allocation of B-shares based on performance share right is conditional upon that the participant remains employed within the Cloetta Group until the announcement of Cloetta's interim report for the first quarter of 2027, and also that the participant has not before that terminated her or his employment, been made redundant or dismissed and that the participant continues to hold all the Investment Shares. Allocation of B-shares on the basis of performance share rights requires, in addition, fulfilment of performance targets.
- Cloetta will not compensate the participants in the plan for dividends made in respect of the shares that the respective performance share right qualifies for.

Performance targets

The performance share rights are divided into Series A and Series B according to the different performance targets that LTI 2024 includes and that drive long-term value for Cloetta. Of each participant's allocation of performance share rights shall one (1) be of Series A and the rest of the performance share rights shall be of Series B.

Series A Allocation shall be made if Cloetta's average annual adjusted EBIT for 2024-2026 is at least SEK 1 million higher than the adjusted EBIT for 2023.

Series B The Board of Directors has established minimum levels and maximum levels for the performance target. The maximum levels, which entitles to full allocation, are that Cloetta's compounded organic net sales value is at least 2 per cent annually for 2024-2026 and that Cloetta's adjusted EBIT margin for 2026 is at least 12 per cent. The minimum levels are a compounded organic net sales value that is at least 0 per cent annually for 2024-2026 and an adjusted EBIT margin that is at least 9.6 per cent for 2026. Allocation is determined through a combined outcome of the two sub-targets, where achievement of the sub-target linked to Cloetta's adjusted EBIT margin is given greater importance than the achievement of the sub-target linked to the average increase in the compounded organic net sales value.

Formulation and administration

The Board of Directors, or a specific committee appointed by the Board of Directors, shall be responsible for the formulation and administration of LTI 2024, and the terms that will apply between Cloetta and the participant in the plan, within the scope of the terms and directions set out herein. In connection therewith, the Board of Directors shall be authorised to establish divergent terms for the plan regarding inter alia the vesting period and allocation of Cloetta shares in the event of termination of employment during the vesting period as a result of e.g. early retirement. The Board of Directors shall be authorised to make the necessary adjustments to fulfil specific rules or market prerequisites in other jurisdictions. In the event that the delivery of shares to persons outside of Sweden cannot be achieved at reasonable cost and with reasonable administrative efforts, the Board of Directors may decide that the participating person may instead be offered cash-based settlement. Cloetta's Board of Directors may also make other adjustments in the event of structural changes such as acquisitions and divestures and other extraordinary events where the terms set

out above do no longer serve the purpose. Before the number of shares which shall be allocated in accordance with the performance share rights is finally determined, the Board of Directors shall assess if the outcome of LTI 2024 is reasonable. This assessment shall be made in relation to Cloetta's financial results and position, the conditions on the share market and otherwise. If, in this assessment, the Board of Directors finds that the outcome is not reasonable, the Board of Directors shall reduce the number of shares which shall be allocated.

Scope

As a maximum, 2,391,629 B-shares in Cloetta can be allocated to the participants under LTI 2024, which represents approximately 0.8 per cent of all shares and 0.7 per cent of all votes in the company. The number of B-shares included in LTI 2024 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.

Hedging

The Board of Directors has considered two alternative hedging methods for the LTI 2024; either a hedging arrangement (equity swap) with a bank securing delivery of B-shares under the plan or transfer of B-shares in Cloetta to entitled participants in the LTI 2024. The Board of Directors considers the latter alternative to be preferable. The Board of Directors has therefore proposed that the Annual General Meeting shall resolve on transfer of B-shares in Cloetta that are held by the company (see item (B) below) as well as to authorise the Board of Directors to execute acquisitions of B-shares in Cloetta (see item 20 on the agenda). The Board of Directors also proposes that the Board of Directors shall have the right to execute transfers of B-shares in Cloetta, which are held by the company, on Nasdaq Stockholm to cover costs for social security contributions under the LTI 2024. Should the Annual General Meeting, however, not approve of the Board of Directors' proposal regarding transfers and repurchases of B-shares, the Board of Directors has the right, if this item (A) is approved by the general meeting, to enter into an equity swap as described above with a bank to secure the obligation of the company to deliver B-shares under the plan. Such an equity swap with a bank may also be used for the purpose to cover social security costs that accrue under the LTI 2024.

Estimated costs, and value, of LTI 2024

The performance share rights cannot be pledged or transferred to others, but an estimated value for each right can be calculated. The Board of Directors has estimated that the value of each performance share right is SEK 18.55. This estimate is based, *inter alia*, on the closing price for the Cloetta share on 6 February 2024. Based on the assumption that all persons who have been offered participation in the plan participate, that they make the maximum investment, that there is a 100 per cent fulfilment of the performance targets and that they continue as employees of Cloetta, the aggregate estimated value of the performance share rights is approximately SEK 44 million. This value is equivalent to approximately 0.8 per cent of the market capitalisation for Cloetta as of 6 February 2024. Historic performance for earlier Cloetta long-term share incentive plans shows an average cost for the programs of 13 per cent of the total costs for the historical programs.

The costs are treated as personnel expenses in the profit and loss accounts during the vesting period, in accordance with IFRS 2 on share-based payments. In the profit and loss accounts, social security costs will accrue in accordance with UFR 7 over the vesting period. The size of these costs will be calculated based on the Cloetta share price development during the vesting period and allocation of the performance share rights. Based on the assumptions stated above and a constant share price during the plan, and a vesting period of three (3) years, the total cost of LTI 2024 including social security costs is estimated to amount to approximately SEK 50 million which on an annual basis is approximately 1.1 per cent of Cloetta's total personnel expenses during the financial year 2023. LTI 2024 has no limitation on maximum profits per performance share right for the participants and therefore no maximum social security costs can be calculated as it depends on the share price.

If Cloetta were to enter into an equity swap with a bank, the interest cost for the equity swap is estimated to amount to approximately SEK 7 million based on market conditions as of 6 February 2024 at a three-year term. In addition, the equity swap may lead to both positive and negative cash flows, which, while not affecting the profit and loss account, will be booked directly against equity and may be recorded as debt in the balance sheet.

Effects on key ratios

In the event of full participation in LTI 2024, Cloetta's personnel expenses for the program are expected to amount to approximately SEK 19 million on an annual basis (including social security costs). On a pro-forma basis for 2023, these costs are equal to a negative effect on Cloetta's operating margin of approximately 0.3 per cent units and a decrease of earnings per share of approximately SEK 0.05. Nevertheless, the Board of Directors considers that the positive effects on Cloetta's financial performance which are expected from an increased shareholding by the participants, and the possibility of additional allocation of shares in Cloetta under the plan, outweigh the costs related to LTI 2024.

The preparation of the proposal

LTI 2024 has been initiated by the Board of Directors in Cloetta. The plan has been prepared and reviewed by the Remuneration Committee and dealt with at meetings of the Board of Directors during the beginning of 2024. Except for the employees who have prepared the proposal in accordance with the instruction from the remuneration committee or the Board of Directors, no employee that may be a participant in the plan has participated in the development of the plan.

Other incentive plans in Cloetta

Please refer to Cloetta's annual and sustainability report 2023, note 23 or the company's website www.cloetta.com for a description of other share-based incentive plans in Cloetta.

The proposal by the Board of Directors

Referring to the description above, the Board of Directors proposes that the Annual General Meeting resolves on LTI 2024.

Majority requirement

A resolution on LTI 2024 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.

(B) TRANSFER OF OWN B-SHARES UNDER LTI 2024

The Board of Directors' proposal on a resolution to transfer B-shares in Cloetta as set out below, provides that the Annual General Meeting first has resolved on a long-term share-based incentive plan (LTI 2024) in accordance with item (A) above.

Background

In order to implement LTI 2024 in a cost-effective and flexible manner, the Board of Directors has considered different methods for how the delivery of B-shares in Cloetta to the participants by allocation according to LTI 2024 can be ensured.

Based on these considerations, the Board of Directors intends to ensure delivery by transferring repurchased own B-shares to the participants. Such transfer of repurchased B-shares in Cloetta requires a particularly high majority regarding the decision at the Annual General Meeting. To the extent that the Board of Director's proposal for a decision on the transfer of repurchased shares to the participants does not receive the required majority, the Board of Directors instead intends (in accordance with what is described in item (A) above) to enter into an equity swap with a bank to ensure delivery of B-shares to the participants.

Transfer of B-shares in Cloetta to participants in the LTI 2024

The Board of Directors proposes that the Annual General Meeting resolves to transfer B-shares in Cloetta in accordance with the following.

- Not more than 2,391,629 B-shares in Cloetta may be transferred (or the higher number of B-shares due to recalculation as a result of a bonus issue, a reversed share split or a share split, rights issue, or similar measures).
- The B-shares may be transferred to participants in the LTI 2024 who under the terms for the LTI 2024 are entitled to receive B-shares.
- Transfer of B-shares shall be made at the time and otherwise according to the terms pursuant to the LTI 2024.

The reason for deviating from the shareholders' preferential rights is that the transfer of B-shares is part of the execution of the LTI 2024. Therefore, the Board of Directors considers the transfer of B-shares, in accordance with the proposal, benefits the company.

Majority requirement

The Board of Director's proposal for a resolution above regarding transfer of B-shares requires that the proposal is supported by shareholders representing at least nine tenths of both the votes cast and the shares represented at the meeting. The board's proposal in accordance with this item (B) is conditional upon the Board of Director's proposal on LTI 2024 being approved by the Annual General Meeting (item (A) above).

Item 20 – Proposal regarding authorisation for the Board of Directors to resolve upon repurchase and transfer of own B-shares

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to, on one or more occasions for the period until the end of the next Annual General Meeting, resolve to acquire a maximum number of B-shares so that the company holds a maximum of ten per cent of all B-shares in Cloetta at any time following the acquisition. Acquisitions shall be conducted on Nasdaq Stockholm and at a price per B-share that is within the price range for the share price prevailing at any time (the so-called spread), i.e. the range between the highest ask price and the lowest bid price. In the event that the acquisitions are effected by a stock broker as assigned by the company, the share price may, however, correspond to the volume weighted average price during the time period within which the B-shares were acquired, even if the volume weighted average price on the day of delivery to Cloetta falls outside the price range. Payment for the B-shares shall be made in cash.

The Board of Directors further proposes that the Annual General Meeting authorises the Board of Directors to, on one or more occasions for the period until the end of the next Annual General Meeting, resolve upon transfer of own B-shares. The number of B-shares transferred may not exceed the total number of B-shares held by Cloetta at any time. Transfers may be conducted on Nasdaq Stockholm or elsewhere, including a right to resolve on deviations from the shareholders' pre-emption rights. Transfer of B-shares on Nasdaq Stockholm shall be made at a price within the price range applicable at any given time. Transfer of B-shares outside Nasdaq Stockholm shall be made at a price in cash, or in value of property received, that corresponds to the share price, at the time of the transfer, of the transferred B-shares in Cloetta, with any deviation that the board deems appropriate in the individual the case.

The purpose of the above authorisations, regarding acquisition and transfer of own B-shares, is to enable financing of acquisitions of businesses through payment with own B-shares and to be able to continuously adjust Cloetta's capital structure and thereby contribute to increased shareholder value, as well as to enable hedging of costs and delivery of shares related to the implementation of the Cloetta's, at any given time, share-based incentive plan.

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.

Special majority requirements

A resolution by the general meeting in accordance with item 20 is valid when supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the general meeting, while a resolution by the general meeting in accordance with item 19 (B) above is valid only when supported by shareholders representing at least nine tenths of both the votes cast and the shares represented at the general meeting.

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 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 issuing this notice, 3,277,265 shares in treasury.

Shareholder's right to request information

Shareholders may, in accordance with Chapter 7 Section 32 of the Swedish Companies Act if the Board of Directors believes that it can be done without material harm to the company, at the Annual General Meeting ask questions to the company regarding an item on the agenda and regarding the company's financial situation. Shareholders who wish to send in questions in advance can do so in writing to Cloetta AB, Att: the Board of Directors, P.O. Box 2052, SE-174 02, Sundbyberg, Sweden, or by e-mail to laura.lindholm@cloetta.com.

Available documents

The Board of Directors and the nomination committee's complete proposals, together with other documents that must be available in accordance with the Swedish Companies Act and the Swedish Code of Corporate Governance, will be kept available from 19 March 2024 on the company's website www.cloetta.com and at the company on address Landsvägen 50A, SE-172 63 Sundbyberg, Sweden. The documents will also be provided at the general meeting.

Media participation

Only shareholders of Cloetta can register for and participate in the Annual General Meeting, but accredited members of the media will be allowed to be present at the meeting by pre-registering. The pre-registration is done by sending a copy of appropriate Media Accreditation Credentials to the e-mail press@cloetta.com. You will receive a separate confirmation of your approved registration from Cloetta's communications team. Filming and audio recording is only allowed before and after the Annual General Meeting proceedings and also requires a separate approval, which can be obtained via the e-mail mentioned above.

Processing of personal data

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy%20notice%20BOSS%20-%20final%20220324.pdf>

This is a translation of the original Notice. In case of any discrepancies between the Swedish original and this translation, the Swedish original shall prevail.

Stockholm, March 2024
Cloetta AB (publ)
The Board of Directors