

Cloetta

Annual and Sustainability Report **2023**



“Spreading
True Joy



“A Sweeter Future

Cloetta's sustainability agenda, A Sweeter Future, focuses on creating joy and long-lasting value For You, For People and For the Planet. The initiatives within the sustainability agenda cover topics all across the value chain where Cloetta has the ability to make an impact.



Know our consumer – bring moments of Joy

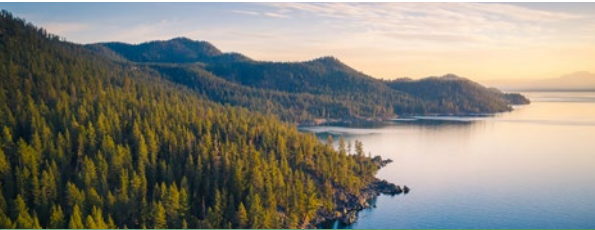
At Cloetta, consumer centricity is our long-term commitment and passion to identify and satisfy consumer needs. Consumer and market insights are a key source of input for our product development, marketing, and branding strategies.

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Sustainability update

During 2023, we made further progress within the climate action program by improving our data collection process through collaboration with value chain partners for our scope 3 emissions and structured our initiatives to accelerate the reduction of our scope 1 and 2 emissions. We also commenced our double materiality analysis in accordance with the EU Corporate Sustainability Reporting Directive (CSRD).

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Strategic priorities

Cloetta is a proud provider of joyful moments – our brands and products bring fun and joy to memorable occasions. We are convinced that our consumer focus is the basis for Cloetta to grow and our brands to flourish. We will meet the future as a united organisation – One Cloetta – with a winning culture and passionate way of working.



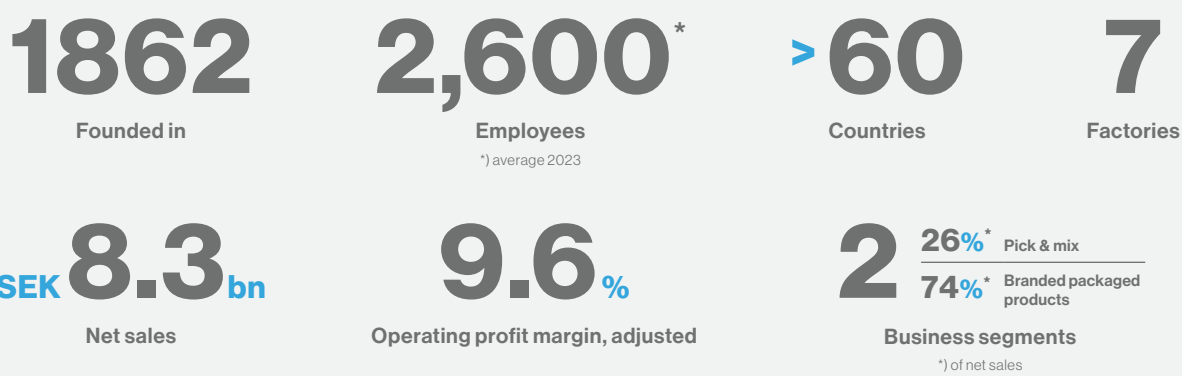
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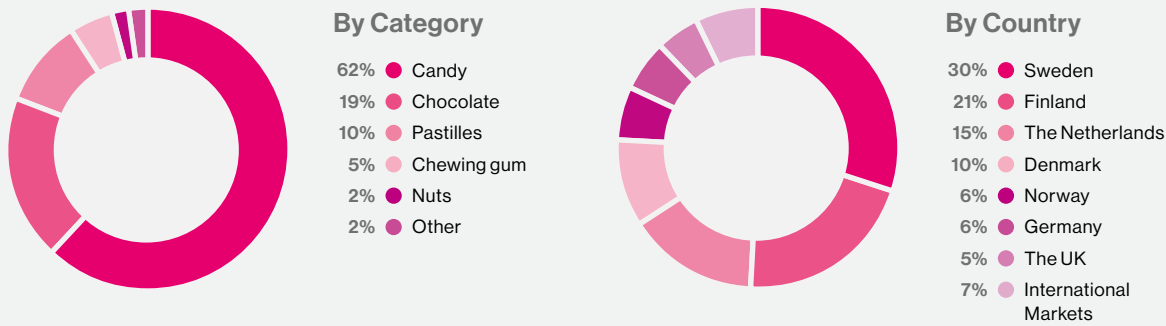
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The audited Annual Report for Cloetta AB (publ) 556308-8144 consists of the administration report and the accompanying financial statements on pages 47–123. The Sustainability Report ing accordance with GRI Standards is defined in the GRI Index on pages 143–145 and is limited assured by PwC. The definition of the statutory sustainability report can be found on page 53. While every care has been taken in the translation of this Annual and Sustainability Report, readers are reminded that the original Annual and Sustainability Report, signed by the Board of Directors or in European Single Electronic Format (ESEF), is in Swedish. The Annual and Sustainability Report in ESEF is published on www.cloetta.com.

About Cloetta



Cloetta's net sales



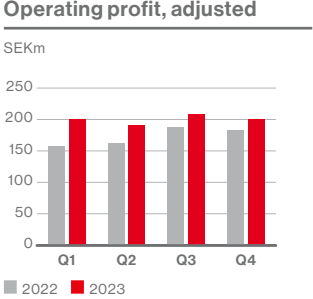
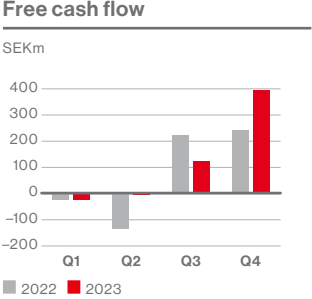
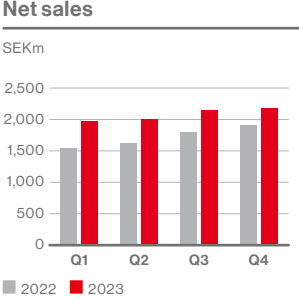
Cloetta, founded in 1862, is a leading confectionery company in Northern Europe. Our products are sold in more than 60 countries worldwide with Sweden, Finland, Denmark, Norway, the Netherlands, Germany, and the UK as the main markets. We own some of the strongest brands on the market, such as Läkerol, Cloetta, CandyKing, Jenkki, Kexchoklad, Malaco, Sportlife and Red Band. Cloetta has seven production units in five countries and the company's class B-shares are traded on Nasdaq Stockholm.

“We believe in the Power of True Joy

2023 in brief

Key ratios

SEKm	2023	2022	2021	2020	2019
Net sales	8,301	6,869	6,046	5,695	6,493
Operating profit (EBIT), adjusted	799	691	571	495	743
Operating profit margin (EBIT margin), adjusted, %	9.6	10.1	9.4	8.7	11.4
Operating profit (EBIT)	735	466	565	442	727
Operating profit margin (EBIT margin), %	8.9	6.8	9.3	7.8	11.2
Profit before tax	570	343	558	383	648
Profit for the period	437	275	472	265	498
Earnings per share, basic, SEK	1.53	0.96	1.64	0.92	1.74
Earnings per share, diluted, SEK	1.53	0.96	1.64	0.92	1.74
Net debt/EBITDA, x	1.7	1.9	2.0	2.8	2.2
Free cash flow	496	305	664	366	538
Cash flow from operating activities	778	519	858	641	724



Q1

- The Board proposed a dividend for 2022’s result of SEK 1.00 (1.00) per share.
- The preparatory work for the new greenfield facility in the Netherlands continued. The overall regulatory process is taking longer than initially estimated.
- CandyKing’s spring novelties were recognised in leading Swedish trade and lifestyle media.
- Cloetta continued its climate journey by transitioning to more vegan products and further phasing out raw materials with high climate impact.

Q2

- Dividend of SEK 1.00 per share is approved by the AGM and paid out.
- Cloetta has extended the maturities of its current loan facilities with the existing banking group by one year. The extended loans will mature during 2025–2027.
- Cloetta submitted the Transparency Act Report, including disclosures on human rights and labour practices.
- Cloetta’s Norwegian organisation moved to their new office in Lysaker.
- Cloetta continues to develop its e-commerce.

Q3

- Greenfield investment in line with estimates – expected new timeline will not negatively impact Return on Investment.
- Cloetta launched a new financial reporting and consolidation system. This bodes well for the upcoming implementation of the EU Corporate Sustainability Reporting Directive (CSRD).
- Cloetta launched the new Skipper’s Mini Pipes, offering small, soft liquorice pipes in a generous bag.
- Cloetta’s Dutch organisation moved to their new office in Breda.

Q4

- Cloetta reported all-time high net sales and adjusted operating profit and lowest-ever leverage.
- The greenfield project progressed in all work streams, and the technical ability to build and operate Europe’s first major candy factory running on renewable electricity has been confirmed.
- Mikael Norman declined re-election as the Chairman of the Board.

Words from the President

A year of strong sales and improved profitability

How would you summarise the year 2023?

First of all, it was a year of strong profitable growth. It was also another rather extraordinary year, this time heavily marked by inflation, where we managed to raise our prices to adjust for higher input, raw material, and transportation costs. This was done in a fair and transparent way, and in absolute terms, leading to high customer loyalty and trust. At the same time, we continued to execute on projects that support our long-term strategy and growth. The greenfield project progressed according to the revised plan in all workstreams, and the technical ability to operate Europe’s first major candy factory running fully on renewable electricity has been confirmed. The project is part of our ambitious sustainability agenda, where we during the year made good progress in collaboration with value chain partners for our scope 3 emissions, and structured our initiatives to accelerate the reduction of our scope 1 and 2 emissions.

Cloetta is now in many aspects a leading FMCG company in the Nordics, as we have improved our ways of working in all areas from finance to marketing and sales, as well as through the whole supply chain.

All in all, 2023 was a very successful year, and the first time in history when Cloetta reached SEK 8bn in turnover and close to SEK 800m in adjusted operating profit through organic growth efforts.

What was the most important achievement during the year?

There are many things to be proud of I believe. First and foremost, I would say that we managed to keep the volumes relatively stable – a result of our strategic agenda to strengthen our brands over the last years and our relentless focus on execution. A big compliment to the teams in all parts of the organisation, who have done a tremendous job to provide the value needed to keep consumers enjoying our products, despite the increased pricing. The added marketing

efforts to premiumise our brands, making them more clear, innovative, and more supported, are really giving results. It is worth reiterating that stronger brands always lead to higher value.

I also see a lot of evidence that we have the right culture and people onboard to develop our business, and I see so many efforts to further develop and contribute.

“2023 was the first time Cloetta reached SEK 8bn in turnover and close to SEK 800m in adjusted operating profit.”

How is the greenfield project progressing?

The greenfield will create capacity for growth and significantly reduce cost, while reducing our greenhouse gas emissions. Since we announced the investment in 2022, the process develops with the estimate to be fully operational during the second half of 2026. One important decision during the year was when our engineering team concluded, in close cooperation with our suppliers, that we have the technical ability to build and operate the new factory fully electric. When the new factory is fully operational, it will be the first major candy factory running on renewable electricity in Europe.

We are on time with our revised timeline and are moving the process forward, while involving the project’s stakeholders. I am delighted to see cross-functional teams coming up with innovative proposals to

create further savings before the facility is up and running. There is a great pride internally that we are building an emission-free factory, employing people in Roosendaal and that we at the same time can free up capacity for further product portfolio optimisation.

During 2024, the main tasks will be to finalise the permitting process as well as the engineering and contracting of buildings and machines. We will also close the factory in Roosendaal Borchwerf during the year with an in- and outsourcing solution in place.

Which important steps did you take within your sustainability agenda?

We have identified where the emission savings will come from as per 2030, and together with our suppliers, identified all our savings within the SBT-initiative. As I have said before, it is necessary to make progress and work closely with our customers, suppliers, and other parties in order to reach our targets. We truly believe that our sustainability efforts are strategic. It is in all perspectives good for the company, our culture, our business, and our stakeholders today - and definitely also in the long run.

Furthermore, we are in the process of finalising our double materiality analysis, in accordance with the European Union Corporate Sustainability Reporting Directive (CSRD). The insights gained from this process will further strengthen Cloetta’s strategies, policies and actions within our ambitious sustainability agenda.

What are your greatest challenges?

Cloetta is in a good place, but a lot of things can still be improved to secure the road to reach our profitability targets. We have to constantly monitor how our operations are relevant and efficient, ensure growth in pastilles and chewing gum and grow our international markets business. Given the volume growth expectations, we are also continuously looking at taking out smaller or lower-margin products from our portfolio to create capacity to produce higher-margin products.

And your greatest opportunities?

In short; becoming an even more consumer-focused company through continued positioning and strengthening of the brand and product portfolio in all markets. This happens within four areas;

1. Strengthening our brands in core markets
2. Continued volume growth of Pick & mix via premiumisation and penetration
3. Building a stronger position in the UK and Germany
4. Recover profitability in all our markets

What is Cloetta’s focus going forward?

We will continue to grow our branded business with a high level of innovation, growing Pick & mix in a profitable way, drive cost efficiencies and execute on our sustainability agenda.

We are committed to speed up the pace towards our goals. The last few years have been challenging due to many macroeconomic developments but have also given us the opportunity to demonstrate the resilience of our core categories and brands. We have proven our ability to deliver under tough circumstances, and we believe that a more balanced environment will give us the opportunity to increase our focus on long-term business development and work with our roadmap of reaching a 14 per cent operating profit margin.

In 2023, we reported all-time high net sales and adjusted operating profit and lowest-ever leverage, and I remain confident for the future, since we have a strong pipeline of strategic initiatives to further strengthen our business. I am indeed proud of our successful pricing execution, and that we continue to take progressive, responsible steps developing our business with high sustainability ambitions. We are looking forward to 2024 and believe in our continued ability to deliver the Power of true Joy to consumers, and customers, and thereby creating shareholder value.

On a personal level, I would like to thank everyone that I have had the opportunity to



work with during my seven years at Cloetta, as I am leaving the company after the summer. I have come to the conclusion that this is the right time to make a smooth transition with as little disruption as possible to the positive momentum that Cloetta has established. I now look forward to

welcoming the new CEO to lead a truly great company with great people!

Stockholm, March 2024.

Henri de Sauvage-Nolting
President and CEO

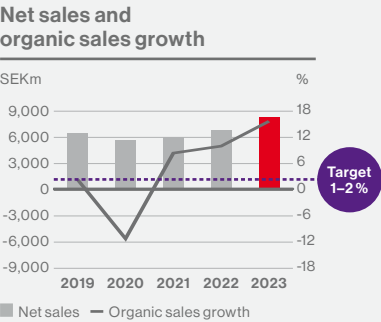
Targets

Long-term financial targets

Organic sales growth

Cloetta's long-term target is to grow organically by 1–2 per cent, which is in line with or better than the market.

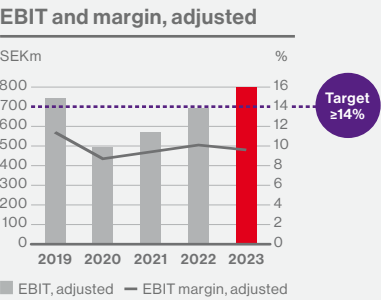
Comment on the year's outcome: Organic growth was 15.7 per cent, resulting in Net sales for the first time in the company's history exceeding SEK 8 billion. Sales of Branded packaged products increased organically by 14.1 per cent primarily driven by pricing, enabled by the strengthening of our core brands and strong in-store execution. Sales of Pick & mix increased organically by 20.7 per cent driven by premiumisation of the offering, pricing, and increased consumer activation.



EBIT margin

Cloetta's long-term target is an adjusted EBIT margin of at least 14 per cent.

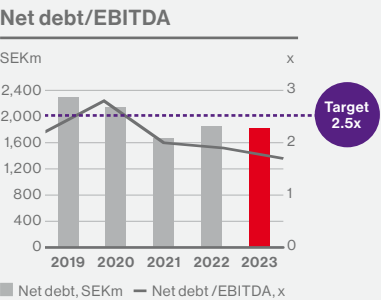
Comment on the year's outcome: The adjusted EBIT margin amounted to 9.6 (10.1) per cent. Although the adjusted EBIT was the highest in the company's history, the margin was compressed due to pricing offsetting the increased input cost without generating incremental profit.



Net debt

Cloetta's long-term target is a net debt/EBITDA ratio of around 2.5x.

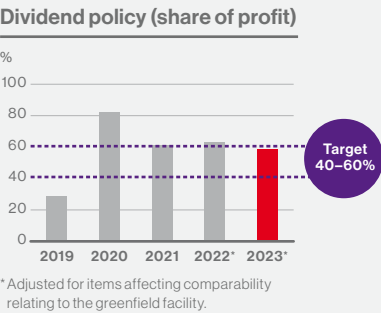
Comment on the year's outcome: In 2023, Cloetta delivered very strong cash flow, resulting in the lowest net debt/EBITDA in the company's history, of 1.7x well below the long-term target of 2.5x.



Dividend policy

Cloetta's policy is to have a dividend payout ratio of 40 to 60 per cent of profit for the year.

Comment on the year's outcome: The Board of Directors of Cloetta AB proposes to distribute a dividend to the shareholders of SEK 1.00 (1.00) per share for the 2023 financial year, corresponding to 65 per cent (104) of profit for the year, equal to 59 per cent of the profit for the year excluding impact of the impairment and provisions and other items affecting comparability relating to the greenfield facility. The dividend proposal is in line with the Board's previously expressed ambition to continue to propose a stable dividend in line with 2022 and is supported by a healthy cash flow and strong balance sheet.



Sustainability targets and ambitions

For You*

- Offer sugar-free, less sugar and options with functional ingredients
- Offer more vegan options
- Supporting dental health with our xylitol products

Comment on the year's outcome: Throughout 2023, we stayed on course with expanding our vegan options. Our vegan candy portfolio has now reached 37 per cent, a significant increase compared to the 23 percent recorded at the end of 2022. Our non-sugar or low-sugar product range now constitutes 10 per cent of our assortment, reflecting a slight decrease compared to 2022.

* The prior target regarding candy and pastilles with non-artificial colors and flavors were accomplished in 2022.

10% Non-sugar and less sugar products

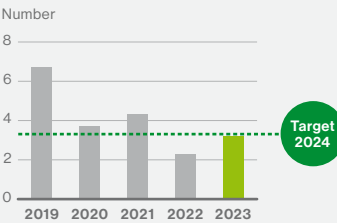
37% Vegan candy

For People

- Continue to work towards zero work-related accidents
- Cloetta engagement survey to be in line with the global benchmark by 2025
- All Cloetta markets running a purpose-driven community engagement initiative by 2025
- Maintain existing partnerships and initiate a new collaboration to improve living conditions in our supply chain by 2025

Comment on the year's outcome: During the year we continued to work toward zero accidents. Despite a slight increase in our LTIR, we persist in enhancing our health and safety culture through structural risk reduction and increased awareness.

Lost Time Incident Rate (LTIR)*



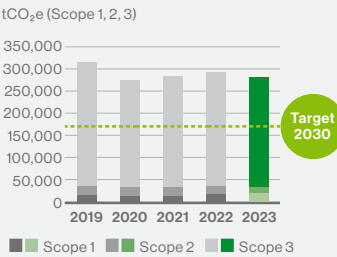
* Number of injuries causing at least 24 hours of absenteeism per million hours worked per year.

For the Planet

- 46 per cent absolute greenhouse gas emissions reduction by 2030 compared to 2019 base year emissions
- 100 per cent recyclable packaging by 2025
- 100 per cent packaging from renewable sources or recycled materials by 2030
- Engage all key suppliers to set their own emission reduction targets by 2025
- With palm oil-based vegetable oils continue to source 100 per cent RSPO certified segregated palm oil
- Maintain 100 per cent Rainforest Alliance certified cocoa

Comment on the year's outcome: During the year we made further progress within our climate action program by improving our data collection process through collaboration with value chain partners for our scope 3 emissions and structured our initiatives to accelerate the reduction of our scope 1 and 2 emissions. Total CO₂e emissions have decreased with approximately 10 per cent compared to 2019 (base-year).

GHG emissions*



Source: CEMAsys.

* tCO₂e (metric tons of carbon dioxide equivalent) represents emissions from all greenhouse gases.

Strategic priorities

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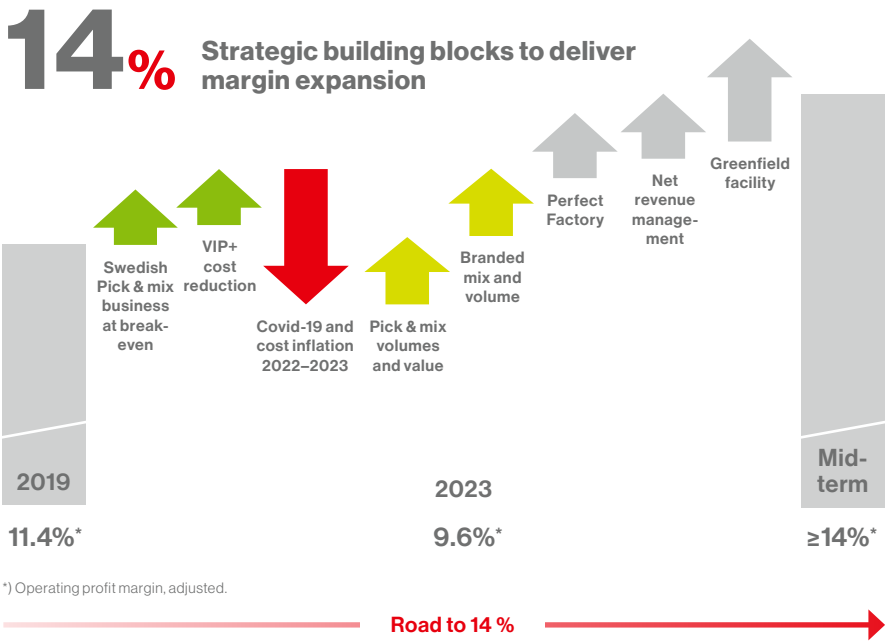
Cloetta aims to strengthen its position as the leading confectionery company in Northern Europe within the candy, chocolate, pastilles, chewing gum and nuts categories as well as in the Pick & mix segment. Our aim is to grow 1–2 per cent organically, which is in line with or better than the long-term trend in the market, on our core markets as well as to

deliver fast growing international sales through the expansion of selective brands. We will continuously develop new innovative offerings and strengthen the e-commerce focus. Furthermore, we aim to achieve an adjusted EBIT margin of at least 14 per cent, by driving volumes and value within Pick & mix, and profitable growth and

improved product mix in Branded packaged products. In addition, we will continue to drive cost savings and efficiency activities throughout the entire value chain, including through the investment in the greenfield facility.

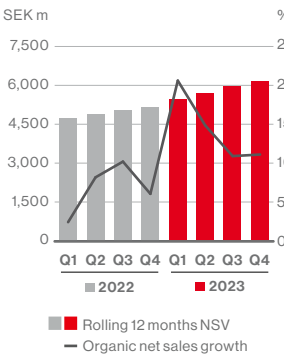
Cloetta's strengths

- Strong leading local brands.
- Core markets in stable Northern Europe.
- Strong European leader in Pick & mix.
- Scale benefits in Northern Europe versus local competition.
- Route-to-market scale in core markets.
- Locally tailored innovations.



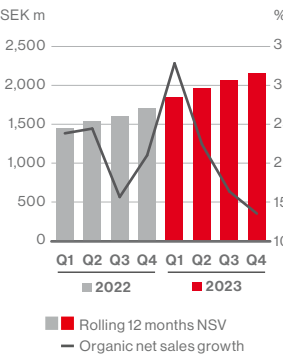
Organic sales growth in Branded packaged products

Change from previous year



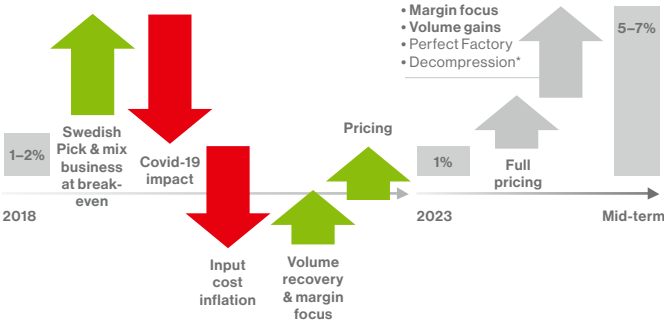
Organic sales growth in Pick & mix

Change from previous year

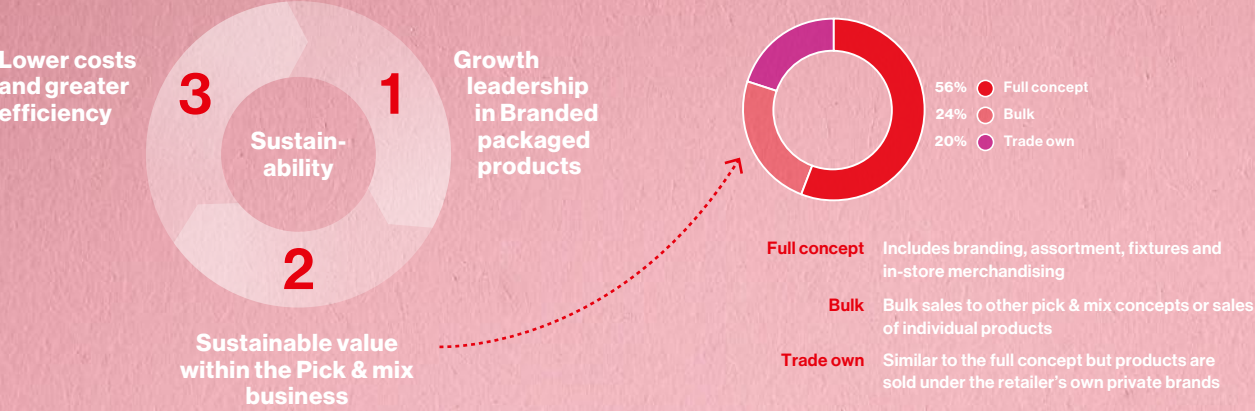


P&M to reach EBIT margin of 5–7%

Operating profit margin, adjusted



Strategic priorities



1 Growth leadership in Branded packaged products

We have a clear growth strategy for growth for Branded packaged products which focuses on both the core operations and the Group's strong brands, well positioned to respond to the growing consumer trends demanding local brands and innovative offerings with a conscious and sustainable approach. As branded packaged products have an EBIT margin above the Group average, this segment is important for Cloetta to be able to reach its long-term profitability target. We will also continue to recover the mix within the segment to secure strong profitability.

Achievements 2023

In 2023, Branded packaged products continued its growth path – having reached twelve quarters of sequential growth by year-end. This was achieved mainly through successful marketing and strong innovation initiatives that enabled solid pricing execution in an inflationary environment. We also continued to focus on recovering sales of high-margin products such as chewing gum and pastilles, with improvements seen during the year. Furthermore, we continued our successful brand expansion into new segments such as Tupla Crispy Puffs and Skipper's Mini Pipes bags, and to excite with strong limited editions like Läkerol Triple-Treat and Juleskum Cola. We also expanded our vegan portfolio and strengthened our natural offering by launching additional variants of our fruit-based candy into new markets.

2 Sustainable value within the Pick & mix business

Pick & mix is an important consumer market as it goes hand in hand with underlying consumer trends such as individualism and sustainable packaging. The segment is also of importance for our customers as it increases in-store traffic and impacts our ability to sell other categories. From its strong market position Cloetta has good opportunities to develop the category and thereby drive profitability and growth, with the ambition to reach an EBIT margin in the range of 5–7 per cent in the medium-term.

Achievements 2023

The Pick & mix segment has continued to deliver growth, both in volume and value, for eleven consecutive quarters. In Finland, we continued the rollout of our premium offer *CandyKing – The Premium Mix* as well as relaunched the Parrots concept with a new visual expression. Our e-commerce pilot for Pick & mix in Denmark has continued good development and we expanded into quick commerce with a pre-packed CandyKing cup. We also secured the extension of contracts in several of our markets, proving the attractiveness of our CandyKing concept to the retailers. Good results from our CandyKing brand communication was shown in both social media as well as through PR exposure in top-tier consumer media in Sweden. We continue to focus on creating sustainable value within the segment, through a combination of pricing, continued margin enhancing initiatives and volume.

3 Lower costs and greater efficiency

Cloetta needs to invest to continue to grow. This includes increasing marketing investments for Branded packaged products, adapting to changing consumer and customer demand, and creating capacity to produce more products. Cloetta's efficiency programmes, together with strengthened corporate culture and processes in One Cloetta, are important drivers to improve the overall profitability which allows for the investments.

Achievements 2023

During the year, our efficiency programmes including the VIP+ cost programme, the Perfect Factory programme, and the Net Revenue Management programme progressed as planned, delivering improvements that helped offset the surging input cost inflation and strengthen our operating profit. As part of the Net Revenue Management programme, we commenced rolling out a new information system in our first market to enable the same efficiency focus to trade spend as we have had on cost. During the year we also continued to make progress on our new greenfield facility in the Netherlands in all work streams, and the technical ability to build and operate Europe's first major candy factory running on renewable electricity has been confirmed. You can read more about the investment on page 12–13.

Greenfield facility enables further growth

In 2022, Cloetta announced the greenfield investment in the Netherlands with the ambition to create capacity for growth, significantly reduce cost, while reducing greenhouse gas emissions. When the new factory is fully operational it will be the first major candy factory running on renewable electricity in Europe.



Key facts

- Focus on core candy and brands: Wine gums and mixed bags (Gott & Blandat, Red Band, Aakkoset, Venco)
- Planned facility size: ~ 45,000 m² over 2 levels
 - Enables 15,000 tonnes extra capacity
 - Highly automated
 - Net decrease of ~ 150 FTEs
 - 4 process lines
 - New and upgraded packaging lines
 - 4 processing units, utilities and cleaning system
 - R&D capabilities
 - Space for future expansion

For the most recent updates, please visit cloetta.com

Background
Cloetta evaluated a wide range of alternatives for a manufacturing that meets the future demand based on the following criteria: savings, growth, sustainability, risk, and capital expenditure. The conclusion is that investing in a new greenfield facility in the Netherlands and closing three existing plants is the most attractive alternative, meeting all important criteria for Cloetta's future development.

Progress
The greenfield facility project proceeded during the year with, among other things, the finalisation of the

design work and the first phase of the tendering process of the factory. During the fourth quarter 2023, it was concluded that

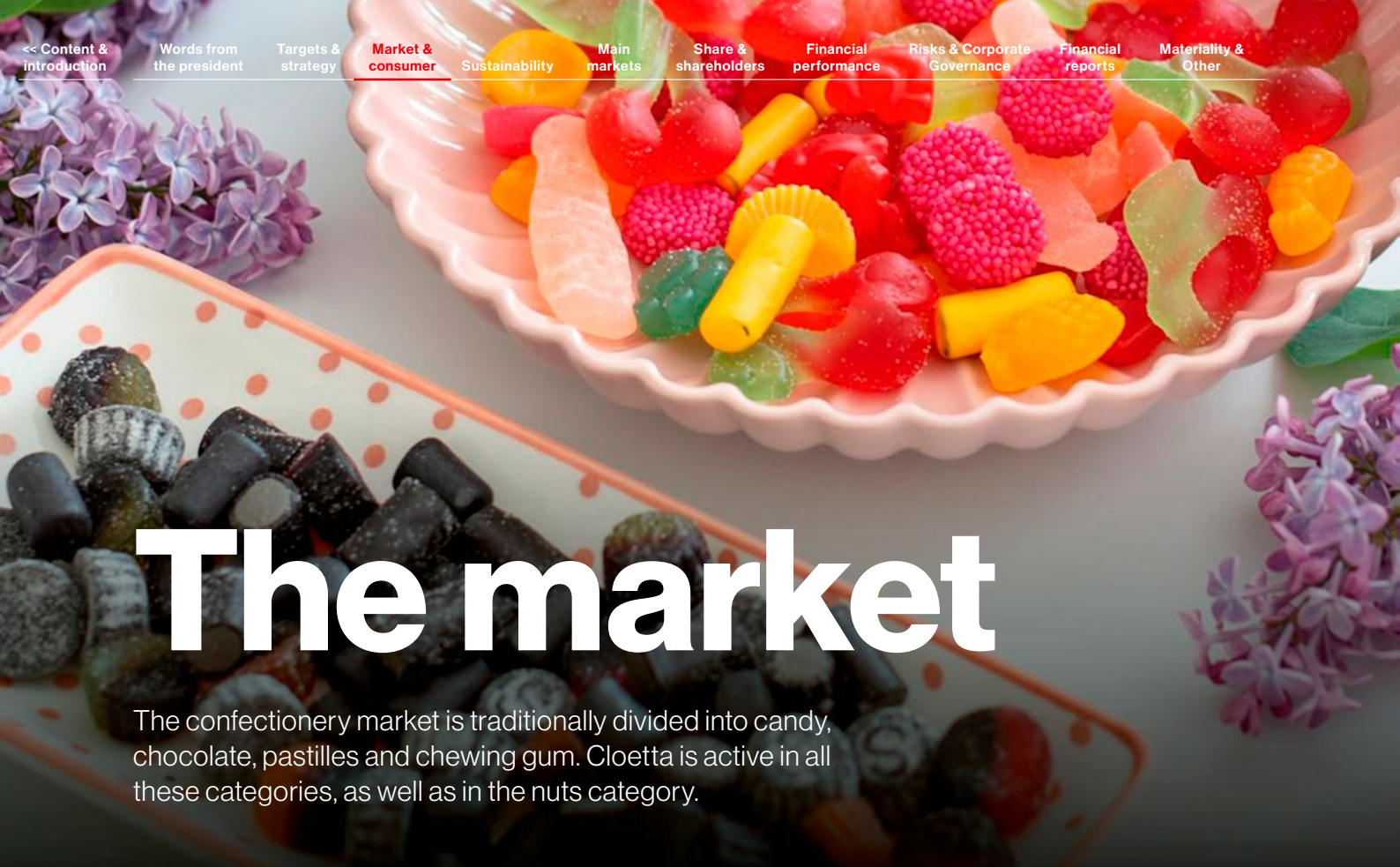


Cloetta has the technical ability to operate the factory fully electric, rather than at 80 per cent as originally designed. The decision contributes to Cloetta's set Science-based targets (SBTi). As for the overall regulatory process, Cloetta expects to receive a decision from the city council in H1 2024. The Roosendaal Borchwerf factory will stop production in summer 2024, with in- and outsourcing solutions in place.

Financials
In connection to an investor event in Stockholm on 27 September 2022, Cloetta provided an updated on the greenfield facility investment plan. The investment is expected to generate

a total annual EBIT delivery of SEK 220–260m, including quantified insourcing and enabled growth. The current estimated timeline indicates that the plant will start operations during H2 2026. Cloetta assesses that the adjusted timeline compared to the originally will not negatively impact the return on the investment. In addition, savings have improved within the range (SEK 220–260m). The net increase in capital expenditure to create a new network is estimated at SEK 1.9bn during 2023–2032. Financing through new credit facilities, totaling EUR 160m, has been arranged for by Cloetta's existing banking group at competitive rates that are marginally higher than on existing facilities.





The market

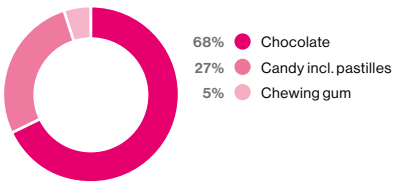
The confectionery market is traditionally divided into candy, chocolate, pastilles and chewing gum. Cloetta is active in all these categories, as well as in the nuts category.

The confectionery market
The total market for confectionery in Cloetta's main markets amount to approximately SEK 339 bn (316).
The confectionery market is relatively insensitive to economic fluctuations and shows stable growth that is driven primarily by population trends and price increases. Market recessions affect us mainly through general price pressure from the retail trade and increased competition from the trade's own private labels. Due to high inflation, the prices of confectionery categories in 2023 increased by 10-15 per cent in our main markets. Private labels still account for a relatively small share of confectionery compared to other grocery

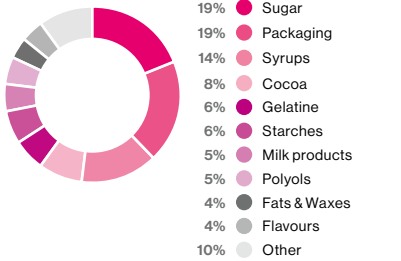
products; however, they showed a strong growth in 2023 across most confectionary categories in our markets.
Consumption patterns
Confectionery is one of the most impulse driven categories in the retail trade. Up to 80 per cent of purchasing decisions are made at the point of sale. Brand, availability, and product placement are significant success factors. The European confectionery market is characterised by strong consumer loyalty to local brands. Shoppers however rarely buy only one brand but rather tend to have a few brands in their purchasing repertoire. The main considerations when buying are brand, flavour, quality, and curiosity about new products.

Consumption patterns and taste preferences vary between the different markets. For example, compared to the rest of Europe, the Nordic region has a higher per capita consumption of chocolate and candy.
Competitive market
The global market for confectionery is dominated by international companies like Mars, Mondelez International, Nestlé, Ferrero, Perfetti Van Melle, Haribo and Lindt & Sprüngli. However, in the local markets these meet tough opposition from players with locally established brands such as Cloetta, Fazer, Orkla and Toms. No player has a strong position across all European markets. Consolidation of the confectionery

The confectionery market

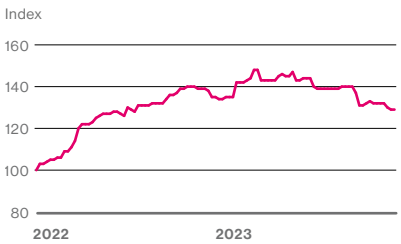


Breakdown of raw materials and packaging costs, %



Cloetta's largest cost items in production are raw materials and packaging. We collaborate closely with our largest raw material suppliers, for example through automated order and delivery processes that are adapted to the raw material consumption in each factory.

Index of key commodities used by Cloetta



Source: Mintec, EUWID, Kingsman.

Cloetta's sales channels

Grocery retail trade	One of Cloetta's most important sales channels, typically covered by central agreements at a national level.	Development The grocery retail trade has undergone extensive consolidation and restructuring over the past ten years, with increasingly fewer and larger stores. Concentration in the grocery trade is high in the majority of European markets, which means that the channel can place high demands on its suppliers.
Service trade	One of Cloetta's most important sales channels, characterised by generous opening hours, centrally located in the form of convenience stores and filling stations.	Development Over the past decade, confectionery sales to the service trade have decreased, primarily due to the presence of fewer filling stations, but also because the service trade has developed its own snack alternatives that compete with confectionery. Service trade faced a big hit due to the pandemic and the related restrictions and decrease in people mobility. It has gradually been moving back to normal levels during 2022 and 2023 but has not yet fully reached pre-Covid sales.
E-commerce	Cloetta's fastest growing sales channel, with a mix of both established and new players. Younger target groups with convenience as main driver.	Development Over the last decade, FMCG e-commerce in Europe has experienced strong growth further fueled by the Covid-19 pandemic. Key accelerators are technology-based improvements solutions such as mobile shopping, improved online shopper experience and automated supply chain systems giving faster and more accurate deliveries and quick payment methods. In recent years, fast delivery retailers have established a new way of shopping, quick commerce, with home delivery of groceries in less than 30 minutes. Further, new services focused on convenience, such as meal kit subscriptions have attracted consumers who seek to simplify their everyday life.
Other channels	Includes cinemas, building supply stores, airports, and arenas. This channel often requires support in developing its confectionery sales.	Development In recent years, this channel has broadened to also include non-traditional confectionery sales channels such as building supply stores, furniture and appliance stores, hotels, and bars.

industry is taking place gradually. For example, in 2023 Mondelez International completed the sale of its chewing gum business to Perfetti Van Melle. Similarly, in Q1 2023, Orkla finalised the acquisition of Bubs Godis AB, a Nordics confectionery company.

Pick & mix
The Pick & mix segment has a very strong position in the Nordic countries and accounts for a large share of the total confectionery consumption, while the consumption of pick & mix is considerably lower in Central Europe where packaged candy and chocolate have a stronger position. In Sweden, pick & mix normally accounts for 30 per cent of the total confectionery market, while in the other Nordic countries it accounts for 5 to 15 per cent. After volume decline during the Covid-19 pandemic, pick & mix has recovered well with strong growth in both 2022 and 2023.

The nut market
Cloetta is also active in the nut market via the brands Nutisal in packed business and Parrots in pick & mix. The total nut market in the Nordic region is worth around SEK 5 bn, and the private labels of the retail trade account for approximately one third of the total market in value and 40 per cent in volume. In Cloetta's main markets, the nut market is experiencing annual growth of 1-2 per cent in volume. In the recent years the category has been declining in volume but growing in value due to price increases and a shift to the premium product category.

Raw material and packaging
The prices of Cloetta's most important raw materials are set on the European commodities exchange, either directly, as is the case for cocoa, or indirectly such as with glucose syrup, the price of which is influenced by the price of wheat and barley. This means

that our purchasing costs for these items are dependent on market pricing. Cloetta has a central procurement function that develops and implements sourcing strategies to manage risk and drive competitive advantage. As a rule, the central purchasing department pre-purchases the most important raw materials so that raw materials are available for the equivalent of six to nine months of production. This also creates predictability in prices and financial outcomes since price changes affect our purchasing costs with a certain delay. In this way, we usually avoid temporary price swings in the commodities market. Furthermore, in a high inflationary environment, Cloetta's strategy is to protect its profitability by compensating for all input costs in absolute terms, also including packaging, freight, and energy costs, through price increases towards its customers as well as cost savings and reducing overall energy consumption.

Consumer trends and behaviors

Cloetta continuously monitors market trends at macro and micro levels through market research, category and trend reports, social listening, and various trackers. Keeping track of trends provides valuable information for us to feed into the development of new ideas and concepts.

Greater individualisation

Consumers increasingly wish to satisfy their individual needs. This means that they want the option of both choosing products, and also having access to products and services that are individualised and can be adapted to different occasions.

Cloetta's response

Pick & mix is a good example of a concept that is individualised, and a category in which we are a leading market player. The CandyKing-concept relaunch has made it a more relevant and appealing offering and has given consumers exciting new options on the pick & mix shelf, through exclusive collaboration with suppliers. Cloetta also consistently works on different packaging sizes and formats to cater for different occasion needs, such as The Jelly Bean Factory providing a range of different formats, spanning from smaller "grab and go" – sachets, to larger sharing & gift jars.

Responsibility for the environment and human rights

One of the key trends is the interest in the impact of food production on the environment and the social conditions of the producer. Suppliers have responded to consumer demand for information; above all in terms of the origins of raw materials, the farmers' working conditions, quality, and farming methods, by introducing different types of labelling and certifications.

Cloetta's response

During 2023, Cloetta continued driving several programmes within these areas that aim to make a real impact in the world. In partnership with the Rainforest Alliance, we contribute to The Living Income Fund that bridges the living income gap by making extra payments directly to cocoa farmers. Science Based Targets initiative (SBTi) approved Cloetta's targets to reduce direct and indirect carbon emissions by 46 per cent by 2030 compared to the base year of 2019. As an example of our commitment, we also calculated the climate footprint for a selection of our products, involving the first steps of more data collection and engagement with our suppliers.

Health

Consumers are increasingly looking for natural raw materials with positive health benefits. Additives of various types and artificially produced substances are being questioned in favour of natural ingredients. E-numbers are being replaced with the name of the additive in plain language. Natural sugar and natural sweeteners like xylitol and stevia are preferred to artificial sweeteners. Less sugar and fewer calories are another important aspect that consumers are demanding.

Cloetta's response

We are working to remove artificial flavourings and colourants from our assortment. They will be entirely replaced by natural fruit and plant extracts in our candy products. Cloetta provides alternatives in the form of sugar-free products, products with less sugar and products that are naturally free from sugar, giving consumers the opportunity to choose. We also use the natural sweetener xylitol in brands such as Jenkki, Mynthon and Läkerol Dent.

Local, genuine and transparent brands

Local brands with a strong history are favoured by consumers. This became even more apparent during the pandemic, when consumers reverted far more to traditional and familiar brands. Authenticity and transparency are key for brands to deliver in order to earn consumer trust.

Cloetta's response

In all core markets, we have some of the strongest local brands that consistently deliver joy and fun moments in consumers' daily lives. We continue to invest in local brands and develop them in accordance with consumer trends whilst ensuring they meet consumer expectations. To earn consumer trust and to truly deliver genuine brands, we work continuously to ensure all products meet high quality standards and provide clear and transparent information about the contents of the products on the packaging and our website.

Superior sensory experiences

With the increased exposure to social media platforms where consumers share consumption experiences, and the need for affordable escapism, consumers are seeking heightened sensory experiences from their food. This is driving companies to regularly launch exciting new flavours and textures.

Cloetta's response

With our strong brands acting as a trustworthy ambassador for novel taste sensations, 2023 brought exciting taste experiences to consumers. Red Band juicy bites launch in the Netherlands is one example, providing consumers with a very different texture and overall sensory experience compared to classical Red Band wine gums. Another example is Finland's most popular chocolate bar Tupla expanding into a Tupla Crispy Puffs bag that contains crispy and crunchy wheat puffs with the same cocoa nougat found in the original Tupla bars.

E-commerce and digital channels increasingly important

E-commerce is in general growing across all sectors, including the grocery retail trade, and growth was fueled further by the Covid-19 pandemic. Despite turbulent times in 2022 and 2023, grocery e-commerce is midterm expected to grow to a significant size in several key markets. Online sales in confectionery are still lower than for other consumer product categories, but have more than doubled in Cloetta's core markets compared to before the pandemic.

Cloetta's response

E-commerce is one of our key focus areas. Cloetta's e-commerce strategy is focused on growth through a dynamic channel that matches our strong offline shares in online trade. Online grocery market maturity differs depending on the markets. This means that Cloetta sets clear priorities for where and how to drive e-commerce including online content, e-trade marketing activation and dedicated online product development. We are constantly developing new marketing tools to get noticed and end up being the preferred brand in a shopping cart.

Know our consumer – bring moments of Joy

At Cloetta, consumer centricity is our long-term commitment and passion to identify and satisfy consumer needs. Consumer and market insights are a key source of input for our product development, marketing, and branding strategies. It is important to understand all parts of the consumer journey to provide brands and products that are liked, purchased, and consumed. Our strategic efforts are mobilised around the following three key areas.

The consumer in focus

Cloetta continuously monitors market trends to gain valuable information to feed into the development of new ideas and concepts, see pages 16–17. Cloetta develops different hypotheses, concepts and prototypes to test those and ensure our offerings resonate well with consumers expectation.

By evaluating the physical products, consumers provide essential feedback to our innovation team which subsequently improves the product recipes to fully meet consumers’ preferences before launch. We manage and make use of our own consumer panel to efficiently conduct product tests, establishing a direct line with consumers, which supports the improvement of our current products as well as the development of new ones.

We closely follow the health of our brands regarding consumer perception through advanced tracking tools based on specific KPIs to systematically follow the effect of our marketing activities and new launches. The high frequency of data points ensures a thorough understanding of the brand performance and enables quick and effective actions when needed.

Strategic product development

Product development is one of the key enablers to win new consumers and drive brand health while differentiating in the market. On an ongoing basis we introduce product extensions such as launches of new flavours, textures and packaging as well as adaptations to local needs on already existing product lines. A product that is successful in one market can be launched in another

“Our strategy is strongly influenced by the focus to constantly recruit new consumers and grow the consumer base of our brands.”

market under an existing local brand provided consumer approval.

To ensure valorisation and competitive edge, we focus on fewer but bigger innovations every year to provide truly new taste and ingredient experiences based on key consumer insights. It enables us to enter new market segments, grow categories, be margin-accretive and launch these innovations cross markets to ensure synergies of scale.

Brand and category leadership

The continuous development and care of its unique brands are of vital importance for Cloetta. Strong brands and top-quality products provide the anchor and orientation in times of uncertainty and volatility.

In an impulse driven category with high percentage of shoppers buying the category only a few times per year, our strategy is strongly influenced by the focus to constantly recruit new consumers and grow the consumer base of our brands. Doing so, we drive marketing return on investment with increased emphasis on the largest brands of the brand portfolio to grow them even bigger. Cloetta’s ten largest brands account for more than half of the Group’s sales. For each brand there is an individual development plan aimed at continuously developing and strengthening the brand.

Another overarching ambition is to ensure that the marketing investments we make are effective in driving incremental sales and brand equity for the long-term. This involves creating the right impactful content combined with a suitable media channel mix, which must be carefully developed and planned for each campaign, based on the defined performance objectives.

Cloetta typically combines marketing activities with in-store campaigns. New products are normally given sales support through campaigns, events, in-store activities, and advertisements to reach consumers as quickly as possible.

Over the last years, efficiency gains have enabled us to increase the share of marketing that is visible to the consumers, reaching close to 70 per cent in 2023, helping us to invest competitively.



“Sweet moments of joy”



Accelerate brand strength and grow consumer base

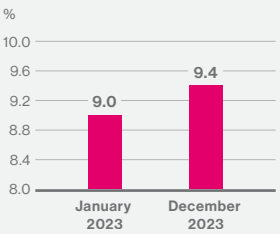
Cloetta is executing a number of strategies to accelerate brand strength and grow the consumer base. The following two areas describe examples of how we address this objective and successfully advance in consumer penetration and brand growth.

“Strong support for our core brands in uncertain and volatile times through enhancing distinctiveness”

Ahlgrens bilar relaunch:

In 2022, a new positioning was rolled out which was followed up with a new visual identity and communication platform in 2023, based on the brand essence of Spark Happiness and purpose of Ignite Playfulness. The communication targets the younger audience, centering Ahlgrens bilar strongest brand assets. And it has been received very well among the audience, still delivering high scores on Sender ID and Ad recall*.

Ahlgrens bilar – Value Share Growth**



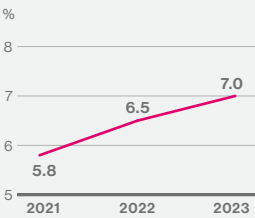
Source: *PHD Campaign Evaluation Dec 2023, DVJ Insights Dec 2023.
**AC Nielsen Value % Share, DVH+ SVH+LPH Tot candy cat, MAT w. 44 2023 Kingsman.



Kexchoklad activation:

Kexchoklad has grown by 1.2 market share points in the last three years driven by a full activation program based on core brand assets and increased media. Visibility is achieved through well-known brand assets and consistent messaging. The brand communication platform and in-store campaigns are designed to strengthen the connection of Kexchoklad and contribute to a joyful family time during an active day.

Kexchoklad – Value Share Growth*



Source: *AC Nielsen Value % Share, DVH+SVH+LPH Tot choc cat, MAT w. 44 2023.

Tupla campaign and launch:

Tupla Double Layer Banana was launched in May 2023, to bring diversity to the current assortment of chocolate count lines on the Finnish market. The aim was to increase Tupla's market share and penetration, especially in the younger target group.

Tupla Double Layer Banana count line is currently the most sold Double Layer count line in Tupla's portfolio, holding a market share of 2.1 per cent in a very competitive market.



Source: Kesko YTD 10.12.2023.

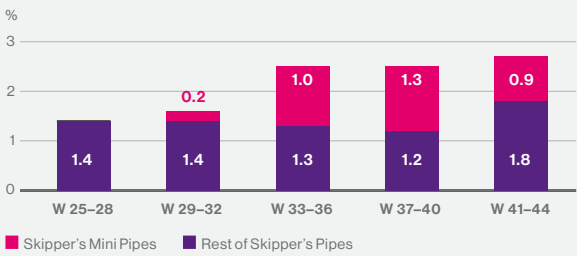
“Product launches to enter adjacent segments and channels – expand our consumer base and shopper touchpoints”

Skipper's Mini Pipes

The launch of Skipper's Mini Pipes marks the successful expansion of the iconic original Skipper's Pipes. Following consumer validation, the Skipper's Pipes entered the bag segment with a smaller version of its famous liquorice pipe, delivering a product that successfully addresses the sharing occasion and consumer preference for bag format.



Skipper's Pipers – Value Share Growth*



Source: *AC Nielsen, Candy, Total Denmark w. 44 2023.

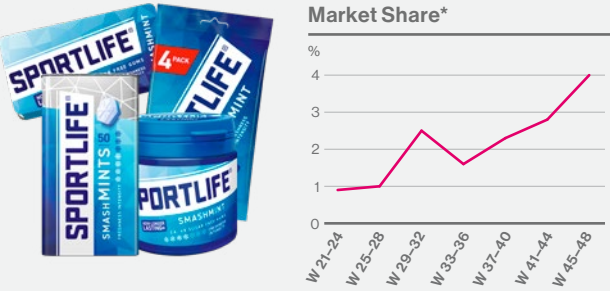


Sportlife Mints

In 2023, Sportlife brought the gum flavors into the pastilles category with the launch of the new Sportlife Mints. By expanding the brand into the pastilles category, Sportlife attracts more consumers and brings new growth to the category. The launch was supported with a big 360 degrees campaign including an own television program, driving market share growth for the Sportlife brand.



Sportlife Mints – Market Share*



Source: *Circana FDP incl online incl HD, Euro sales Market share.

CandyKing pre-pack and Juleskum at quick commerce players

To explore the growing online segment of quick commerce, Cloetta launched several initiatives during 2023. One example was the virtual Juleskum popup store at Foodora where both Juleskum candy and merchandise were available during Christmas.

Another success was the launch of CandyKing's pre-packed cup, an online exclusive product, offering a mix of CandyKing's most popular candies. The sales started strong and grew with 50 per cent during the first six months.



Source: POS data Foodora.

Sustain-ability

Our agenda A Sweeter Future focuses on creating joy and long-lasting value For You, For People and For the Planet. The three pillars represent our most important areas in our business and value chain where we have the ability and the responsibility to create a positive impact. Sustainability is integrated into the core of our business, our mission connects to Cloetta's purpose, and the progress of our initiatives raises our ambition to create a sweeter future.

Cloetta takes progressive, responsible steps developing our business with the highest sustainability ambitions. During 2023, we continued to progress on our sustainability agenda, driving the transition for more vegan products to enable phasing out raw materials with high climate impact. We also executed on our plan to reduce greenhouse gas emissions with 46 per cent by 2030 by intensifying our engagement with our key suppliers in their emission reduction targets. In line with this plan, we improved our data collection process for our scope 3 emissions and structured our initiatives to accelerate the reduction of our scope 1 and 2 emissions (see page 137 for a more detailed description of each scope).

Furthermore, as an essential first step to comply with the EU Corporate Sustainability Reporting Directive (CSRD), we initiated a double materiality assessment and set a clear roadmap for the implementation of the requirements as of the reporting year 2024. Through this we aim to ensure that our sustainability efforts are

well-aligned with both our internal business priorities and expectations from our external stakeholders. The insights gained from this process will form our strategies, policies, and actions within our sustainability agenda.

This year we also submitted our first Transparency Act Report on human rights and labor practices, in compliance with the OECD guidelines for Multinational Enterprises, to increase transparency and minimise risk throughout our global supply chain.

As a signatory participant of the UN Global Compact since 2009, we support the Sustainable Development Goals (SDGs), both directly and indirectly through our work in our three pillars. As a fast-moving consumer goods business with a global value chain we have chosen to focus on the following six Sustainable Development Goals; Gender Equality (#5), Decent Work and Economic Growth (#8), Responsible Consumption and Production (#12), Climate Action (#13), Life on Land (#15) and Partnerships for the Goals (#17).



Our Agenda

A Sweeter Future reflects the most important topics where Cloetta impacts the economy, environment, and society. The importance of our topics is determined by the degree of impact caused by our activities throughout the value chain and how much the issues impacts our business strategy.

For You*

Material topics <ul style="list-style-type: none">• Food safety• Consumer health• Consumer and product transparency	Approach: <p>Our consumers are at the center of our business and their needs drive our product innovation. All this while ensuring safe, high quality, transparently labeled and trusted products.</p>	Targets and ambitions: <ul style="list-style-type: none">• Offer more vegan options• Offer sugar-free, less sugar, as well as options with functional ingredients• Supporting dental health with our xylitol products
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For People

Material topics <ul style="list-style-type: none">• Happy and healthy employees• Occupational health and safety• Equality and diversity in the workplace• Competence development and retaining employees• Community involvement• Living conditions in the supply chain• Human and labour rights in the supply chain• Responsible marketing	Approach: <p>Our internal programmes focus on health, safety, and well-being for our employees. Participating in impact-focused partnerships and dialogues works towards improving living conditions in our supply chain. Through community involvement and marketing our products in a responsible way, we set a positive example.</p>	Targets and ambitions: <ul style="list-style-type: none">• Continue to work towards zero work-related accidents• Cloetta Engagement survey to be in line with the global benchmark by 2025• All Cloetta markets running a purpose-driven community engagement initiative by 2025• Maintain existing partnerships and initiate a new collaboration to improve living conditions in our supply chain by 2025
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For the Planet

Material topics <ul style="list-style-type: none">• Traceability of resources• Waste management• Climate action• Transport and logistics• Less and Better Packaging• Biodiversity impact from key raw materials• Energy use• Food waste	Approach: <p>Climate Action, Sustainable Sourcing, and Less and Better Packaging are our three main priorities in improving our footprint. Within these, we work towards improving the environmental performance of our suppliers, assessing topics like biodiversity, energy usage, waste, and emissions in our own operations but also in our supply chain.</p>	Targets and ambitions: <ul style="list-style-type: none">• 46 per cent absolute greenhouse gas emissions reduction by 2030 compared to 2019 base year emissions• 100 per cent recyclable packaging by 2025• 100 per cent packaging from renewable sources or recycled materials by 2030• Engage all key suppliers to set their own emission reduction targets by 2025• With palm oil-based vegetable oils, continue to source 100 per cent RSPO segregated certified palm oil• Maintain 100 per cent Rainforest Alliance certified cocoa
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* The prior target regarding candy and pastilles with non-artificial colors and flavors was accomplished in 2022.

For You

Our consumers are at the center of our business, which is why we work towards meeting their diverse needs, but also ensuring safe, high quality, transparently labelled and trusted products.

Trusted quality

To ensure the safety and quality of our products, Cloetta fulfils environmental and food safety requirements, for example through BRC and ISO certifications. All factories have a product safety system and work pro-actively to ensure more satisfied customers and fewer product complaints.

Listening to consumer trends

Consumers are voicing needs for more natu-ral raw materials with their health in mind. Cloetta's discovery platforms and innovation

teams work to find ways to provide options that meet these changing tastes while still staying true to our product offering.

Variety of options

Innovating for the future is a key success factor in order for Cloetta to stay in tune with consumers' changing demands. By providing options to the classic favorites, we see an increasing interest in vegan options, for example with Gott & Blandat and Red Band. We develop lower-sugar or sugar-free alternatives for our major brands. Options

that support health can be found in the nut portfolio as well as in the xylitol offering – all to ensure that consumers can enjoy Cloetta while having a healthy and active lifestyle. Cloetta has prioritised increasing the propor-tion of natural ingredients in our products. As we take product quality seriously at Cloetta, we only replace artificial ingredients with non-artificial colors and flavors when we are convinced that we can satisfy consum-ers and maintain the highest quality.



SDG commitment

Responsible Consumption and Production is at the core of A Sweeter Future, especially in this focus area. We take respon-sibility for product quality and food safety, we source sustain-able ingredients and we provide options that consider consumers' health.

Progress towards targets during 2023

- Introduced more vegan options, now amounts to 37 per cent of our candy portfolio
- Launched more fruit-based candy vari-ants, which contains 50 per cent fruit

Risks

- Brand-related risks resulting in decreased sales
- Consumer dietary preferences changing, allergic reactions
- Gaps between research findings and consumer perceptions
- Political decisions such as sugar taxes
- Supply chain challenges limiting access to raw materials



Increased vegan offer

In response to consumer demand, we are striving to reduce the climate impact of our products. This includes initiatives such as eliminating gelatine, an ingredient associated with high emissions. The transition to more vegan products plays a pivotal role, contributing significantly to our target of 46 per cent reduction in our CO₂ footprint. We consistently aim to uphold high quality and flavors that define our products, all while presenting more environmentally friendly options. By the end of 2023, an impressive 37 per cent of our candy volume is vegan, which is a substantial increase from the 23 per cent recorded at the close of 2022. Our leading vegan brands currently include Red Band in Germany and Gott & Blandat in Sweden.



Real fruit expansion

Cloetta was the first company to introduce a 50 per cent real fruit candy concept already in 2020. Aligned with the prevailing consumer trend favoring natural ingredi-ents, the incorporation of real fruit not only enhances the natural profile of the ingre-dients but also delivers a natural fresh and fruity taste. Cloetta continues to remain at the fore-front of innovation. The latest addition to our portfolio, unveiled in 2023, is fruit-mix—a fun candy featuring two flavors and colors within a single bite. The launches in Sweden, Finland and Norway exemplify our commitment to innovative confectionery experiences in key markets.



For People

Taking care of the people involved in our products extends beyond the walls of our factories and offices. Engaging in partnerships and collaborating with organisations allows us to support farmers and improve living conditions throughout our supply chain.

Employees

Initiatives involving our employees address areas that we consider crucial for a meaningful, creative and joyful work environment. Priorities include competence development, equal pay, non-discrimination, parental leave as well as mental health advice and well-being initiatives. The programmes are in place within our HR organisation. Employee engagement is measured through a survey, where we have observed a positive

trend since 2021. No new survey was conducted during the year, but it is planned to take place in April 2024. A departmental-level follow-up plan is being implemented to ensure continuous improvements. Over the years, we have noted improvements in both leadership and engagement indices. The link between effective leadership and high engagement motivates us to keep investing in leadership training at Cloetta's Leadership Academy.

Values

Cloetta's values help us – as a diversified pool of people with different skills, experiences, aspirations and different personal values steer the company in the same direction. Our four values are Focus, Passion, Teamplay and Pride.

Health and safety

Health and safety in the workplace are fundamental to Cloetta. Our health and

Number of employees by category and country as per 31 December 2023*

	Number of employees		Number of permanent employees		Number of temporary employees	
	Women	Men	Women	Men	Women	Men
Sweden	372	360	343	334	29	26
Slovakia	441	288	388	253	53	35
The Netherlands	189	347	164	279	25	68
Finland	242	46	174	34	68	12
The UK	174	48	174	45	-	3
Belgium	28	94	25	84	3	10
Denmark	91	48	85	45	6	3
Ireland	24	38	17	30	7	8
Norway	16	15	16	15	-	-
Germany	9	3	8	3	1	-
Italy	1	2	1	2	-	-
Others	-	4	-	4	-	-
Total Cloetta	1,587	1,293	1,395	1,128	192	165

* Headcount used as data compilation methodology for employees and for workers that are not employees. See note 6 on page 90 for average number of employees per country.

safety work focus on two areas. First, we are working to reduce health and safety risks in all workplaces. Second, our focus is on promoting a health and safety mindset.

Lost Time Accidents (LTA) have increased by 33 per cent compared to previous year. In 2023, the number of LTAs were 8 compared to 6 in 2022. The Lost Time Incident Rate (LTIR) has increased by 39 per cent and the outcome for 2023 was 3.2, compared to 2.3 in 2022.

At Cloetta, we have a health and safety management system that covers all Cloetta factories and offices. All our employees, temporary personnel, consultants and visitors are part of our health and safety management system where the core is to

identify hazards and risks and report all type of incidents. Our processes enables our employees to regularly submit reports on incidents, hazards, and risks through "green cards". These reports are tracked and monitored within our health and safety management system.

Risk assessments are conducted for every part of the organisation on an annual basis and in conjunction with changes (e.g., moving premises, new tools, changes to working methods or prior to hiring a contractor). Preventative actions are based on risk level and are prioritised, implemented, and followed up by the responsible function in collaboration with safety representatives and the Health, Safety & Environment

(HSE) function. All employees have the right to stop unsafe work if they perceive a risk to themselves or others.

Investigation of incidents are managed by our HSE alert process that supports us in finding the root cause and take appropriate actions. Base for our health and safety work is competence and awareness that are in line with legislation and general awareness. Competence development takes place through training and deployment of ways of working including responsibilities. Our health and safety awareness methodology, Hearts & Minds, contributes to strengthen the Cloetta health and safety culture. Company health care services are available in each country to support in medical treatment and preventative measures, e.g., health examinations.

Number of employees

The number of employees as per 31 December 2023 was 2,880. Of these employees, 67 per cent are covered by collective labor agreements. In countries where we do not have a collective agreement, we follow the labor market requirements. In production there are certain periods with a higher workload, such as ahead of Easter and Christmas, when extra staff is hired. Other areas of operation also use temporary and extra staff. Approximately 4 per cent were agency workers, consultants, or contractors in areas such as IT, finance, engineering or as contractors in our factories.

Society engagement

To work towards our goal to be a positive role model, Cloetta practices responsible marketing across all our markets by following the guidelines from the EU Pledge regarding marketing towards children. We are committed to transparent on-pack communication and during 2023 developed our portion control communication for our candy bags to be rolled out during next year. Our portion control panel will indicate the number of candy pieces it is advised to eat per portion, following food legislation guidelines in various markets.

We create joyful and meaningful moments with our community involvement, meeting different needs and deepening our relationships and connections within our local communities. During 2023, Cloetta continued to develop our engagement with communities in markets. Highlights where a deepened engagement with Smilfonden

in Denmark to further support activities for children with long term disease and/or disabilities and continued projects with similar initiatives in the Netherlands, Sweden and Slovakia.

Our partnerships with NGOs and suppli-

ers help us reach the people growing the raw materials. During 2023, we prioritised efforts where we can influence real change together via our partnerships: enabling living income for cocoa farmers and empowering women who are harvesting shea in West Africa.



SDG commitment

We continue to contribute directly to SDGs 5, 8, 12 & 17. Gender equality (5) and decent work and economic growth (8) are important in our own operations as well as in our supply chain. Through our partnerships we are able to strengthen these impacts (17). Responsible consumption & production (12) is at the core of our responsible marketing practices and our societal impact.

Progress towards targets during 2023

- Continued our health and safety culture journey focusing on structural risk reduction and increased awareness
- Approximately 100 employees participated in different trainings within Cloetta Leadership Academy
- Maintained existing partnerships empowering women sourcing shea and enabling living income for cocoa farmers
- Developed our portion control communication for our candy bags to be rolled out during next year
- Continued to develop our engagement with communities in markets to further support activities for children with long term disease and/or disabilities

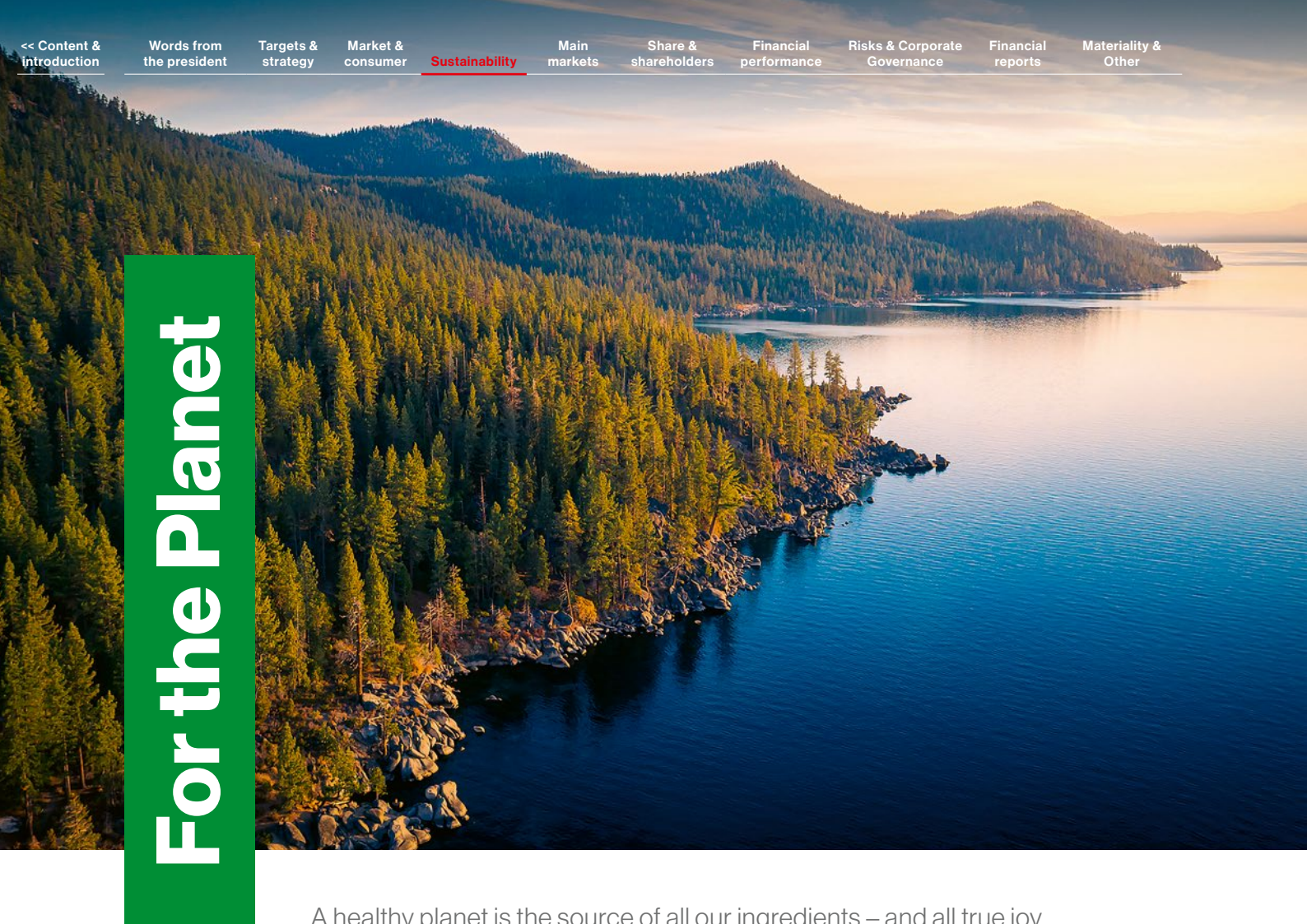
Risks

- Workplace incidents
- Breaches of human and labor rights in our supply chain
- Non-conformities to responsible marketing practices
- Employee turnover, loss of talent



Case Living Income Fund

During 2021–2023, Cloetta partnered with the Rainforest Alliance in a two-years pilot project to address inadequate pay for cocoa farmers. The pilot project enabled direct payment to the cocoa farmers, using a blockchain technology, and resulted in increased income for the participants. It also led to additional positive impacts, such as improved school attendance, enhanced food security, better healthcare access, and increased economic resilience in farming communities. Cloetta is now supporting the continuation of the pilot, The Living Income Fund, to further scale this initiative. Rainforest Alliance Certified. Find out more at ra.org.



For the Planet

A healthy planet is the source of all our ingredients – and all true joy.

Cloetta leads the way to A Sweeter Future for our planet with various initiatives, ranging from reducing our climate footprint and improving sourcing to decreasing packaging. To verify that our climate actions are effective, we are committed to and have approved greenhouse gas emission reduction targets by the Science Based Targets initiative, and we have set up a Climate Action Programme

to reach these targets by 2030. A Sweeter Future For the Planet considers environmental aspects in our business decisions and daily activities, as well as a raised ambition to improve our total environmental footprint throughout our value chain. The three main initiatives are Climate Action, Sustainable Sourcing and Less and Better Packaging.



SDG commitment
Working towards A Sweeter Future For the Planet, SDGs Responsible Consumption and Production (12), Climate Action (13) and Life on Land (15) have the greatest significance for us. Our products are dependent on raw materials across the world, and the consumption and production of our products also create a greater responsibility on our climate footprint.

- Progress towards targets during 2023**
- Improved data collection process in collaboration with our value chain partners for our scope 3 emissions
 - Maintained 100 per cent Rainforest Alliance certified cocoa and RSPO Segregated Certified palm oil
 - Maintained more than 90 per cent recyclable packaging
 - PlantPack accounted for approximately 3 per cent more of our plastic packaging compared to 2022

- Risks**
- Climate impacts on access to raw materials
 - Disruptions in transportation and production caused by extreme weather
 - Failing to act on climate crisis, deforestation, or biodiversity may influence relationships with customers and attractiveness to investors

Climate action

Transforming our business towards reduced dependency on fossil fuels is vital for us and our planet. Consequently, we continue to advance our understanding of our climate impact and further enhance the data collection process together with our value chain partners and structure initiatives to accelerate the reduction of our own direct and indirect emissions.

Our climate target spans beyond our own operations (scopes 1 and 2). Being a food company, approximately 89 per cent of our total carbon footprint comes from emissions from raw materials, packaging, transportation, and services we purchase (scope 3). This calls for collective action, as well as innovative ideas and collaborations beyond our operations. Total emissions (scope 1, 2 and 3) decreased with 3 per cent during 2023 compared to 2022. The total emissions have decreased with approximately 10 per cent compared to 2019 (base-year). In 2023, total emissions amounted to 282,718 tCO₂e compared to 315,169 tCO₂e in 2019.

Scopes 1 and 2

Scope 1 emissions from stationary combustion and refrigerants increased by 20 per cent, while indirect emissions (scope 2) from the use of electricity and district heating decreased by 31 per cent. The KPI for carbon emissions slightly decreased versus 2022 amounting to 0.32 tCO₂e/produced tonne. When looking at our absolute emissions, we see a slight decrease by 6 per cent in scope 1 and 2 compared to 2022. Production in Cloetta's factories decreased from approximately 104,000 tonnes in 2022 to about 101,000 tonnes in 2023. Total energy consumption also experienced a

PlantPack 2.0

During 2023, Ahlgrens Bilar celebrated 70 years with a new design and moved the range into our latest PlantPack development, using a new source to create the up to 50 per cent plant based plastic solution. In this new solution we use a plant-based plastic suitable for candy based on used cooking oil or tall oil which is a by-product in the pine pulp industry. This is enabled via mass-balance principle. By mass balance principle we secure renewable feedstock to be added at the beginning of the packaging material production process, where it is then mixed with the fossil-based feedstock. Therefore, the ratio from renewable feedstock will vary in the final packaging material, but it is still allocated and tracked to our specific packaging material. It reduces greenhouse gas emissions and fossil feedstock input. Mass balance enables the use of alternative raw materials in an existing complex production network. Pretty sweet we think!

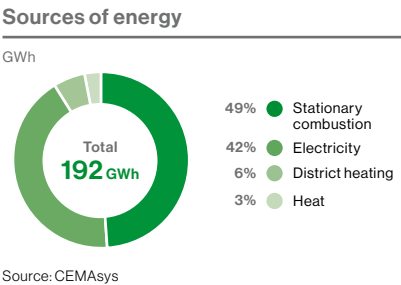


slight decrease from 195 GWh to 192 GWh in 2023, with the KPI remaining at 1.89 MWh/tonne. To reach our 46 per cent absolute reduction target, we need to continue to work towards more renewable energy sources. Of the total energy consumption, 538 414 GJ (78 per cent) come from non-renewable energy sources (such as natural gas, LPG, etc.) and 151 326 GJ (22 per cent) come from renewable energy sources (such as solar, wind, hydro, etc.).

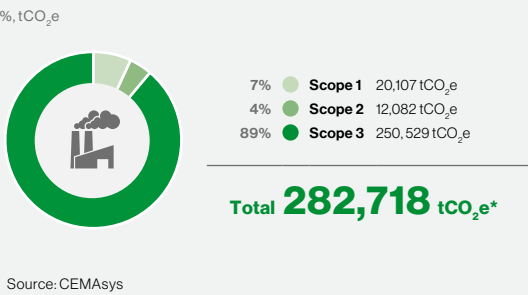
Scope 3

In 2023, Scope 3 emissions amounted to 250,529 tCO₂e compared to 257,990 tCO₂e in 2022. Scope 3 accounts for the majority of our total carbon footprint, which is why we aim to obtain better data from our supply chain, including accurate emissions factors for our specific raw materials, instead of

working with generic open-source estimations. During 2023, we collected data related to carbon emissions from our key suppliers, to gain a better understanding of their ongoing efforts and assess their impact on our carbon footprint. We aim to continue collaborate with them to collectively progress towards our science-based targets.

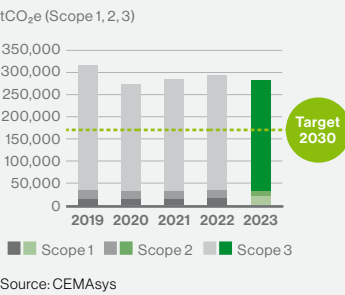


GHG emissions distribution by scope

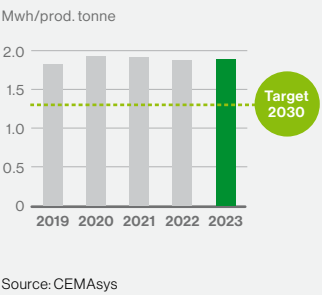


* tCO₂e (metric tons of carbon dioxide equivalent) represents emissions from all greenhouse gases.

GHG emissions*



Energy consumption



Climate Journey



Better resource use

Efficient use of resources is important throughout our value chain. We strive to apply a circular approach and monitor the environmental impact of products and packaging throughout the entire lifecycle. Key areas of focus include efficient use of resources, operational excellence, emissions to air, water and land, as well as the use of chemicals.

Systematic approach

All factories and functions work systematically with environmental matters. To ensure continuous improvement, we establish environmental performance objectives and targets, conducting regular reviews and implementing necessary actions. We have a central environmental management system based on the international standard ISO 14001 to ensure standardised working methods in our operations. A number of Cloetta's factories are also certified according to ISO 14001. Each production unit has a locally adapted management system that is linked to the central system. Central policies, goals and procedures are broken down and implemented at a local level. We apply the precautionary principle, which is particularly relevant to how we deal with the impact of our emissions.

Waste

kg/prod. tonne

Year	Waste (kg/prod. tonne)
2019	106
2020	120
2021	110
2022	100
2023	102
Target 2030	90

During 2023, we have intensified our focus on energy usage and started to develop a long-term road map.

Waste management and recycling

Cloetta is dedicated to lowering emissions and minimising waste, proactively exploring opportunities to prevent waste generation and promoting recycling whenever possible. Emissions and waste are generated throughout our value chain; from farming, extraction of raw materials, transport, in our manufacturing processes and with customers and consumers. Within Cloetta's own manufacturing, the largest waste fractions are residual waste and scrapped products that becomes animal feed. Programmes are in place in our factories to improve efficiency and reduce waste. We have also established processes to reduce and replace hazardous

chemicals with less hazardous ones. Our use of resources and waste are recorded and collected regularly in our environmental reporting system. Established waste management procedures are in place, and we collect and separate waste to the greatest extent possible.

Total waste is now 102 kg/tonne produced, compared to 106 kg/tonne produced in 2022.

Less and Better Packaging

CO₂e emissions related to packaging is a tangible area of focus for our stakeholders, most importantly our consumers. We continue to work towards more circular packaging, with our goal of 100 per cent recyclable packaging by 2025. Plastic-free, less packaging, and renewable sources are other areas of focus in the Less and Better Packaging vision. One of our ongoing projects that addresses these focus areas is our PlantPack innovation. During 2023, PlantPack accounted for approximately 12 per cent of our plastic packaging, which is approximately 3 per cent more compared to 2022. PlantPack is an innovation replacing up to 50 per cent of the fossil-based plastic with plant-based plastic, and thereby improving the packaging climate footprint.

Sustainable sourcing

Sourcing sustainable ingredients is critical to securing A Sweeter Future, not only for Cloetta's business and products, but also for our consumers, suppliers and the farmers in our supply chain.

Within our Sustainable Sourcing programme, we focus on improving the performance of our suppliers and sourcing raw materials in a way that protects or improves the environmental and social impacts in the supply chain.

Suppliers

Our work is based on Cloetta's Supplier Code of Conduct, which covers human and labour rights, business ethics, anti-corruption, health and safety, environmental protection and the Cloetta Quality Agreement, covering both product quality and food safety.

Suppliers are obliged to adhere to these governance documents and report any changes in their operations that may lead to deviations from agreements with us. Suppliers are monitored based on risks related to country and sector-specific circumstances, and their own performance over time. The objective is for suppliers to continuously improve their performance. During 2023, we structured our process on how to monitor performance, and we improved our supplier questionnaires to obtain performance data.

The number of audits remained flat during 2023 compared to previous year. In total, 14 quality and food safety audits were performed on-site at our suppliers and 12 new first-tier suppliers (direct suppliers) were approved in our Sustainable Sourcing programme. All new suppliers were assessed in terms of their food safety, product quality, environmental considerations, workplace conditions and human rights.

The risk for incidents of child labour is not high for Cloetta's first-tier suppliers. However, in the agricultural sector child

labour is a problem and Cloetta is working together with suppliers and NGOs to help eradicate child labour.

Raw materials

Sourcing raw materials in a way that protects the planet and the people producing them is possible with a holistic approach. For example, protecting biodiversity is intimately connected to climate change where deforestation adds to the crisis, while reforestation can provide part of the solution. Cloetta purchases 100 per cent certified cocoa and palm oil by third parties and biodiversity protection is a central requirement in these certification programmes. Cloetta aims to source ingredients in a transparent way, where human rights and living conditions are supported, and the farming communities are thriving. Cloetta works together with suppliers and third-party organisations who are driving social and environmental projects connected to the raw materials.

Operations

All of Cloetta’s factories are certified according to the BRC Global Standard for Food Safety, an international standard that outlines requirements to manage product safety, integrity, legal compliance and quality, and the operational controls in the food industry. We also apply the principle of caution concerning allergies and food safety, supported by our quality and food safety programmes.

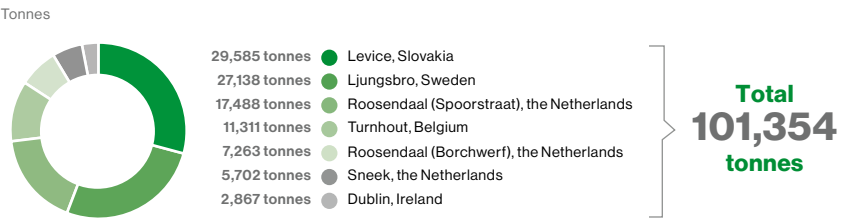
To support and facilitate compliance with BRC and EU regulations, Cloetta has also developed its own Good Manufacturing Practice (GMP) Manual, aligned and updated with the best reference standards in the food industry, which is being implemented in all factories. We have seven factories and we also use third-party suppliers for part of the production. External production is only outsourced to manufacturers with the same high-quality standards that are applied to production in Cloetta’s own factories. External manufacturers are evaluated and tested regularly.

The backbone of operations is the Cloetta Leading Performance Programme (CLPP) with the vision to create the Perfect Factory. The aim of the programme is to create a trustworthy, engaging and sustainable environment in which people feel empowered to deliver improvements. This programme improves efficiency, reduces waste and left-overs, and create increased flexibility and capacity in the factories. The programme involves improving operational excellence, and strategic investments to modernise the factory network.

We have a central management system to ensure standardised working methods in our operations. Each production unit has a locally adapted management system that is linked to the central system. Central policies, goals and procedures are broken down and implemented at a local level. The management systems cover health and safety, environment, quality and product safety. These systems are based on the international standards BRC Global Standard for Food Safety, ISO 14001, SMETA as well as Rainforest Alliance and RSPO for recurring risk assessments and continuous improvements. The core of these standards aims to improve the business process performance and its expected outcome.



Production by factory in 2023



Factory location	Certifications
Levice, Slovakia	Rainforest Alliance, BRC Global Standard for Food Safety, IFS Food, RSPO, SMETA
Ljungsbro, Sweden	BRC Global Standard for Food Safety, ISO 14001, RSPO, Rainforest Alliance, Koscher
Roosendaal (Spoonstraat), the Netherlands	BRC Global Standard for Food Safety
Turnhout, Belgium	BRC Global Standard for Food Safety, SMETA
Roosendaal (Borchwerf), the Netherlands	Rainforest Alliance, RSPO, IFS, GMP, BRC global standard for Food Safety, SMETA
Sneek, the Netherlands	IFS, GMP, BRC Global Standard for Food Safety, ISO 14001, SMETA
Dublin, Ireland	BRC Global Standard for Food Safety, ISO 14001, SMETA



“A Sweeter Future

Value chain

Cloetta's total procurement spend amounted to SEK 5,578 m during the year, of which SEK 3,561 m was for raw materials and consumables. The three main raw materials in terms of purchasing costs are sugar, glucose syrup and cocoa.

Ability to impact: **Low**

- Suppliers approved and monitored against safety, quality, health & safety and sustainability
- Cloetta promotes sustainable agriculture & manufacturing of prioritised raw materials

Total net sales amounted to SEK 8,301 m. Cloetta's largest customer category is the grocery retail trade. The service trade is also a very important customer category.

Ability to impact: **Medium**

- Working toward ambitious science-based targets helps us contribute to our customers' targets
- Cloetta improves financial and environmental impacts by reducing packaging, and optimising transportation

2 Procurement

4 Customer

1 Product development

3 Manu-
facturing

5 Consumer

Creating
value

Based on a combination of consumer-driven needs/ preferences, innovation and opportunities in the existing manufacturing network.

Ability to impact: **High**

- Develop alternatives to meet consumer health trends
- Increase proportion of natural ingredients
- Sugar-free, xylitol and functional ingredients
- Innovate products that create joy

By end of 2023, Cloetta had 2,880 employees and total personnel cost amounted to SEK 1,710m. Cloetta's factories had 1,687 employees. During the year, Cloetta produced about 101 thousand tonnes of candy, chocolate, chewing gum and pastilles.

Ability to impact: **High**

- Continuous improvement programme
- Health, Safety & Environment departments to mitigate environmental risks and reduce occupational incidents

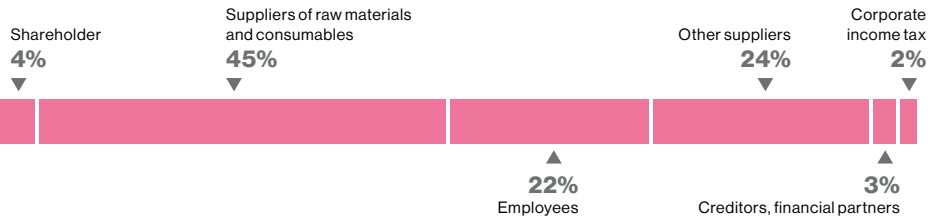
Our company purpose, "We believe in the Power of True Joy" has our consumers at its center. We provide strong brands and a large range of pick & mix products. We also provide feedback on complaints and opinions in our customer service portal.

Ability to impact: **Medium**

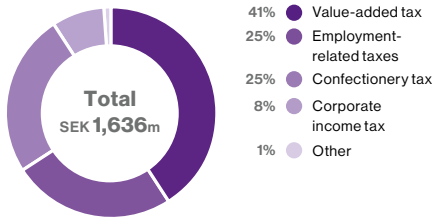
- High quality products marketed responsibly and transparently
- Consumers offered wide range of products
- Improved packaging solutions with minimal environmental impact

Distributed value SEK 7,871m¹

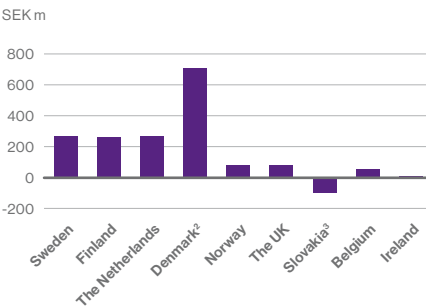
Manufacturing and sales of Cloetta's products generate economic value that benefits its stakeholders.



Taxes paid



Taxes paid per country



Our intention is to pay taxes in accordance with international and local legislation in the countries where Cloetta is operational.

1) Net sales of SEK 8,301m excluding profit for the year, amortisation, depreciation and impairments and including paid dividends. Total retained economic value of SEK 430m.
2) Tax paid in Denmark is proportionally higher due to sugar taxes.
3) Net tax receivable position due to the value-added tax receipts.



Cloetta's main markets

Cloetta's main markets are the countries in which we have our own sales and distribution organisation, and include Sweden, Finland, the Netherlands, Denmark, Norway, Germany and the UK.*



Market position per category

Market	Candy	Pastilles	Chocolate	Chewing gum	Pick & mix
Sweden	1	1	2	-	1
Finland**	2	1	3	1	1
Norway	2	3	5	-	1
Denmark	2	1	-	-	1
The Netherlands	1	-	-	2	-
Germany**	5	-	-	-	-
The UK**	*	-	-	-	1

*) The underlying market categorisation of the market consumption data calculations has been updated compared to previous years and this affects the comparability of information stated in previous Annual and Sustainability Reports.

*) Presence on the market without confirmed market position.
**) Estimated market position based on data from specific customers.
Source: Kesko, SOK, Circana and Nielsen.

Sweden

Sweden is the largest single market in the Nordic region, with a population of around 10.5 million people and almost one third of the total confectionery consumption. In 2023, the Swedish market recorded consumer sales of around SEK 18 bn, an increase compared to the prior year.

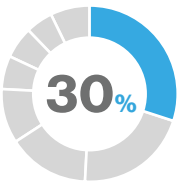
Sales channels

Cloetta's largest customers include Axfood, Coop, ICA and Rusta. The Swedish grocery retail trade is concentrated and increasingly centrally controlled, but with good opportunities for influence at the local store level. The task for Cloetta's sales force is to ensure

distribution as well as placement and space in the stores in accordance with the central agreements, and also to provide the trade with support in implementing campaigns and launches. The pick & mix concepts are handled by a dedicated merchandising organisation. The service trade is a vital sales channel. In recent years, alternative sales channels such as building supply stores, cinemas and arenas have become increasingly important.

Organisation

In Sweden, there are a total of around 240 employees in the sales and merchandising organisation and the office in Malmö.



Share of sales

4.0%

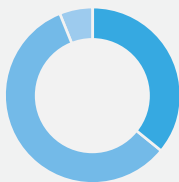
Total market
CAGR 2018–2023

Top-selling brands



Categories

Confectionery market excl. pick & mix

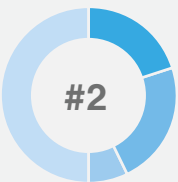


36% Candy and pastilles
58% Chocolate
6% Chewing gum

Source: Global data.

Largest players

Confectionery market excl. pick & mix



20% Cloetta
23% Mondelez
7% Fazer
50% Others

Source: Nielsen.

Finland

Finland is the third largest market in the Nordic region, with a population of around 5.5 million people and one fourth of the total confectionery consumption. In 2023, the Finnish market recorded consumer sales of around SEK 14 bn, an increase compared to the prior year.

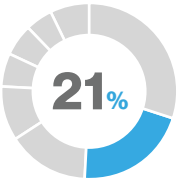
Sales channels

The Finnish grocery retail trade is dominated by two players, Kesko and S-Group. Lidl also has a large share of retail trade with 10 per cent. Finland has the most centralised purchasing of all the

Nordic region markets which enables new products to achieve wide distribution and quickly become available to consumers. Cloetta's largest customers include S-Group, Kesko and Tokmanni. Cloetta is the market leader in pick & mix which represents about 9 per cent of the total market value.

Organisation

In Finland, there are around 200 employees in the sales and merchandising organisation and at the office in Turku. Cloetta Suomi Oy employs around 130 people in field sales, visiting stores every day.



Share of sales

4.1%

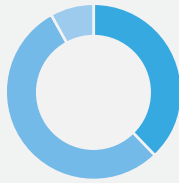
Total market
CAGR 2018–2023

Top-selling brands



Categories

Confectionery market excl. pick & mix

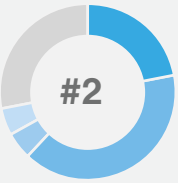


38% Candy and pastilles
54% Chocolate
8% Chewing gum

Source: Global data.

Largest players

Confectionery market excl. pick & mix



22% Cloetta
40% Fazer
5% Orkla
5% Mondelez
28% Others

Source: Kesko and SOK.

The Netherlands

The Netherlands is the sixth largest confectionery market in Western Europe, with a population of around 17.4 million people. In 2023, the Dutch market recorded consumer sales of around SEK 25 bn, an increase compared to the prior year.

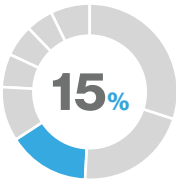
Sales channels

The grocery retail trade is concentrated around a few major players. Primarily centralised purchasing allows for wide and rapid distribution of new products that are launched. Other important channels include the hard discount retail chains, pharmacies and out-of-home. Online grocery shopping has a stronger position in the Netherlands

than in any other of Cloetta's main markets, despite the fact that overall e-commerce is lagging in the Netherlands. Cloetta's largest customers include Albert Heijn, Superunie, Jumbo Supermarkten and Maxxam.

Organisation

Cloetta has around 85 employees in the commercial organisation at the office in Breda mainly focusing on the Dutch market. The Breda office also supports the Cloetta International Markets division through back-office and support activities including demand, customer service, marketing, business controlling and finance & accounting.



Share of sales

4.0%

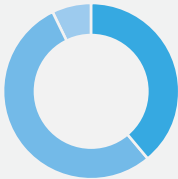
Total market
CAGR 2018–2023

Top-selling brands



Categories

Confectionery market excl. pick & mix



39% Candy and pastilles
54% Chocolate
7% Chewing gum

Source: Global data.

Largest players

Confectionery market excl. pick & mix and other chocolate (includes chocolate specialities)



17% Cloetta
20% Perfetti
10% Haribo
53% Others

Source: IRI.

Denmark

Denmark is the second largest market in the Nordic region with a population of around 5.8 million people and almost one third of the total confectionery consumption. In 2023, the Danish market recorded consumer sales of around SEK 19 bn, an increase compared to prior year.

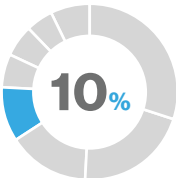
Sales channels

The grocery trade in Denmark is moving towards increasing centralisation, albeit with a combination of centrally driven chains and a more decentralised approach than in the other Nordic

countries. Extensive efforts are therefore required at an individual store level to achieve distribution and sales of in-store display racks. The Discount channel is growing and new channels such as non-food outlets and DIY stores are growing in importance. Cloetta's largest customers include Coop, Salling Group and Reitan.

Organisation

In Denmark, there are around 130 employees at the offices in Brøndby and Randers and in the sales and merchandising organisation.



Share of sales

4.7%

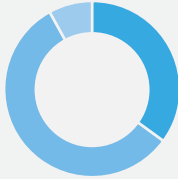
Total market
CAGR 2018–2023

Top-selling brands



Categories

Confectionery market excl. pick & mix

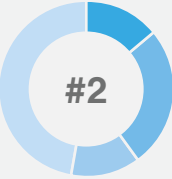


35% Candy and pastilles
57% Chocolate
8% Chewing gum

Source: Global data.

Largest players

Confectionery market excl. pick & mix



14% Cloetta
26% Haribo
13% Toms
47% Others

Source: Nielsen.

Norway

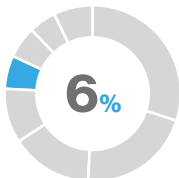
Norway is the smallest market in the Nordic region, with a population of around 5.5 million people and almost one fourth of the total confectionery consumption. In 2023, the Norwegian market recorded consumer sales of around SEK 14 bn, an increase compared to prior year.

Sales channels

Cloetta's largest customers include Coop, NorgesGruppen and Rema 1000.

Organisation

In Norway, Cloetta has around 30 employees at the office in Lysaker just outside of Oslo and in the sales and merchandising organisation.



Share of sales

1.8%

Total market
CAGR 2018–2023

Top-selling brands



Germany

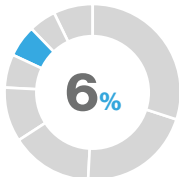
Germany is the largest market in Western Europe, with a population of around 84.5 million people. In 2023, the German market recorded consumer sales of around SEK 142 bn, an increase compared to prior year.

Sales channels

The market is characterised by its large proportion of discounters and fierce competition. Cloetta's largest customers include Edeka, Lidl & Schwarz, Metro and Rewe.

Organisation

Cloetta has its own sales organisation in Bocholt, Germany with 12 employees. The office takes care of marketing, customers and the brands, and also has direct contact with all major customer groups, which are supplied directly out of the German central warehouse. To ensure full country service coverage, Cloetta Germany works with sales agents in seven regions and more than 80 sales representatives.



Share of sales

5.0%

Total market
CAGR 2018–2023

Top-selling brands



United Kingdom

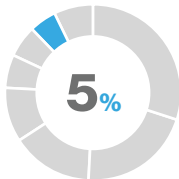
The UK is the second largest market in Western Europe, with a population of around 67.2 million people. In 2023, the UK market recorded consumer sales of around SEK 137 bn, an increase compared to prior year.

Sales channels

The market is characterised by fierce competition from all international confectionery companies. Cloetta's largest customers include Poundland and Tesco.

Organisation

Both the Branded packaged products business and the Pick & mix business are commercially managed from Cloetta's office in Fareham. Cloetta has a sales and merchandising team of approximately 130 people.



Share of sales

5.8%

Total market
CAGR 2018–2023

Top-selling brands



International Markets

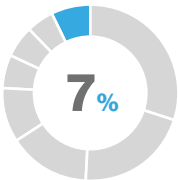
International Markets consists primarily of sales to countries where Cloetta does not have its own sales and marketing organisations, a total of more than 50 markets. In these markets Cloetta is active in three categories: Candy, chocolate and pastilles, with focus on five strategic Cloetta brands; Red Band, The Jelly Bean Factory, Chewits, Kexchoklad and Läkerol.

Sales channels

Cloetta's largest distributors include Conaxess Trade (Switzerland and Austria), Continental Sweets (Belgium), Regal Confections (Canada), AS Konig (Latvia) and Al Wefag (Saudi Arabia).

Organisation

All markets within International Markets are serviced by external distributors managed out of regional hubs, which Cloetta has in Latvia, Switzerland and United Arab Emirates. All other distributors in Europe, America and Asia are managed by local Cloetta staff from the Breda office in the Netherlands.



Share of sales

Top-selling brands



Share and shareholders

Cloetta's class B shares have been listed on Nasdaq Stockholm since 16 February 2009. Cloetta's shares are part of the OMX Stockholm Mid Cap index, and also the Nordic and Swedish industry sector index for Food Producers and Food & Beverage.

7 reasons to invest in Cloetta

1

Strong local brands

Cloetta has an extensive portfolio of strong local brands that are well established in the minds of the consumers. Our brands have been cherished for generations and consumers have a personal relationship with the brands they have grown up with.

2

Attractive non-cyclical market

The confectionery market is relatively insensitive to economic fluctuations and shows stable growth that is primarily driven by population trends and price increases. Historically, annual market growth has been between one and two per cent.

3

Focus on continued margin expansion

In order to move towards our financial target to reach an adjusted EBIT margin of at least 14 per cent, there will be a continued focus on cost-effectiveness, growth and profitability.

4

Clear strategy to deliver growth

In order to drive growth, the most important daily activities include broadening distribution, updating packaging, promotional and advertising activities, line extensions and launching of seasonal products. In addition to these, strategic activities such as innovation, geographical roll-outs, brand extensions and brand relaunches are also given priority. Selective acquisitions are also part of our growth strategy.



5

Strong market positions and distribution

In our core markets, we have strong sales and marketing organisations that have excellent relations with the retail trade. Cloetta's wide portfolio of market-leading products creates economies of scale, and our brands are often highly important to the retail trade.

6

Attractive cash-flow generation and dividend

Cloetta's business has a very strong cash-generating capacity, which allows for share dividends in accordance with the goal to distribute 40 – 60 per cent of profit for the year.

7

Sustainable value creation

Our sustainability agenda takes a holistic perspective on how to create long-term value. This approach reduces environmental and social risks, and strengthens partnerships for our future.

Shareholders¹

At 31 December 2023, Cloetta AB (publ) had 43,164 (40,032) shareholders, an increase of 8 (12) per cent since the previous year-end. Of the shareholders, 1,339 were financial and institutional investors and 41,825 were private investors. Financial and institutional investors held 78.8 per cent of the votes and 75.1 per cent of the share capital. There were 1,426 foreign shareholders who held 30.8 per cent of the votes and 36.3 per cent of the share capital. The 15 largest shareholders accounted for 64.2 per cent of the votes and 57.8 per cent of the share capital. At 31 December 2023, AB Malfors Promotor was Cloetta's largest shareholder with a holding representing 41.9 per cent of the votes and 31.5 per cent of the share capital in the company. The second largest shareholder was Financière de l'Échiquier SA with 3.2 per cent of the votes and 3.8 per cent of the share capital, and the third largest shareholder was LSV Asset Management with 3.2 per cent of the votes and 3.7 per cent of the share capital.

Share price and trading²

Between 1 January and 31 December 2023, 134,569,429 Cloetta shares were traded on Nasdaq Stockholm for a total value of SEK 2,652m, equal to around 48 per cent of the total number of class B shares at the end of the period. Trading on Nasdaq Stockholm accounted for 41.9 per cent, and other markets where the Cloetta share was traded include Cboe Global Markets at 47.1 per cent, LSE Group at 7.1 per cent and Aquis at 2.7 per cent.

The highest quoted bid price during the period from 1 January to 31 December 2023 was SEK 22.82 on 23 February 2023, and the lowest bid price was SEK 17.09 on 26 October 2023. The share price on 31 December 2023 was SEK 18.32 (last price paid). During the period from 1 January to 31 December 2023, Cloetta's share price decreased by 12.2 per cent, while Nasdaq OMX Stockholm PI decreased by 15.5 per cent.

Share capital and capital structure

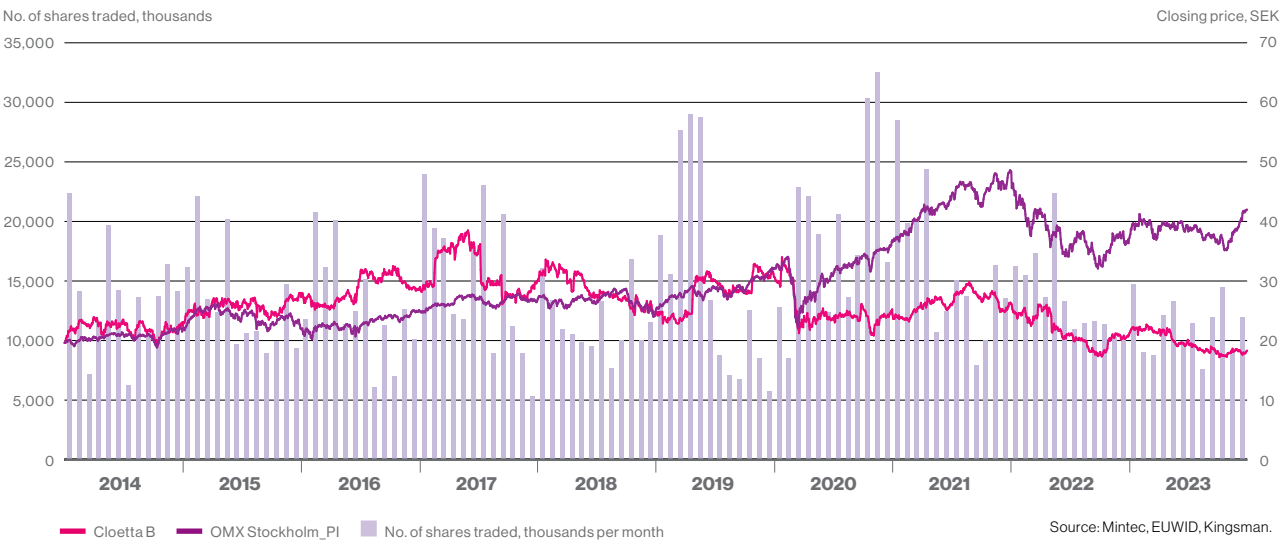
Cloetta's share capital at 31 December 2023 amounted to SEK 1,443,096,495. The total number of shares is 288,619,299, divided between 5,735,249 class A shares and 282,884,050 class B shares, equal to a quota value per share of SEK 5. According to the Articles of Association, the share capital shall amount to not less than SEK 400,000,000 and not more than SEK 1,600,000,000, divided between no less than 80,000,000 shares and no more than 320,000,000 shares. At 31 December 2023 Cloetta had 3,277,265 class B shares in treasury.

Dividend policy

Cloetta's long-term goal is a dividend payout of 40–60 per cent of profit for the year. The ambition is to continue to propose a stable dividend. Neither the Swedish Companies Act nor Cloetta's Articles of Association contain any restrictions regarding the right to dividends for shareholders outside Sweden. Aside from any limitations

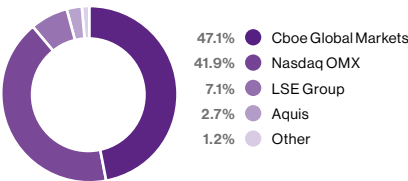
Share price performance

2014–2023



Marketplaces, %

1 January–31 December 2023

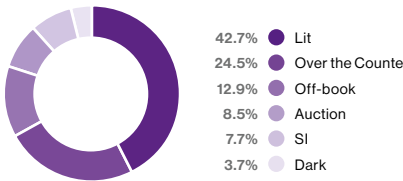


Source: Monitor by Modular Finance AB. Compiled and processed data from various sources, including Euroclear, Morningstar and the Swedish Financial Supervisory Authority (Finansinspektionen).

1) Source: Euroclear and Monitor. 2) Source: Nasdaq Stockholm.

Trading categories, %

1 January–31 December 2023



LIT, i.e. buy-and-sell orders are public. Traditional exchange trading.

Off-book, stock trades that are executed away from the exchange and are registered later.

Over the Counter, trading of securities executed outside of formal exchanges and without the supervision of an exchange regulator.

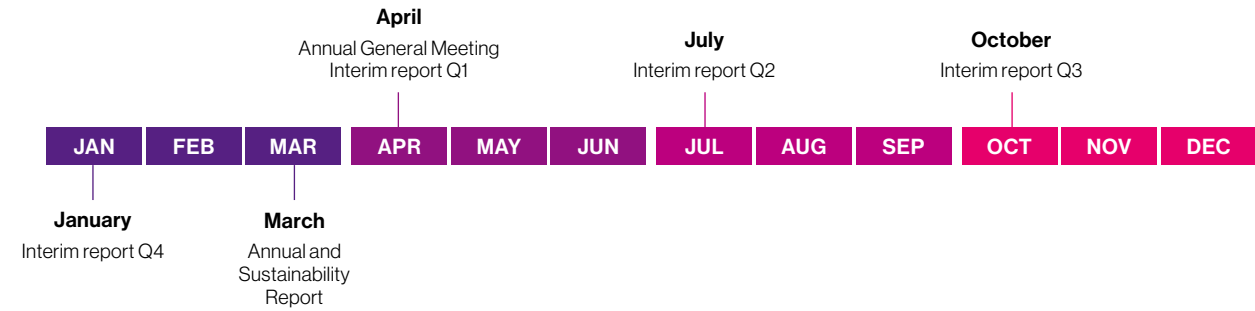
SI, Systematic Internalisers, outside regulated markets or trading platforms.

Auction, auction trading process on an exchange.

Dark buyers and sellers trade shares anonymously, without public transparency. Not registered on any public exchange.

Financial calendar 2023

Cloetta meets regularly with investors and analysts, and also arranges virtual or physical roadshows to Europe and the US. In addition, Cloetta regularly attends major investor club meetings, lunches and evening meetings organised by banks and the Swedish Shareholders Association (Aktiespararna).



related to banking or clearing activities in the affected jurisdictions, payments to foreign shareholders are carried out in the same manner as to shareholders in Sweden.

A dividend of SEK 285m was transferred to the shareholders in 2023. For the financial year 2023, the Board of Directors of Cloetta AB proposes to distribute a dividend to the shareholders of SEK 1.00 (1.00) per share corresponding to 65 per cent (104) of profit for the year, equal to 59 per cent of the profit for the year excluding impact of the impairment and provisions and other items affecting comparability relating to the greenfield facility. The dividend is resolved on by the Annual General Meeting (AGM) and disbursement is handled by Euroclear Sweden AB. The right to a dividend is granted to those persons who are listed as shareholders in the share register maintained by Euroclear Sweden AB on the record date.

Articles of Association

Cloetta's Articles of Association contain a Central Securities Depository (CSD) provision and its shares are affiliated with Euroclear Sweden AB, which means that Euroclear Sweden AB administers the company's share register and registers the shares to owners. Each A share grants ten votes and each B share one vote in shareholder meetings. All shares grant equal entitlement to the company's profits and an equal share in any surplus arising from liquidation. Should the company issue new shares of class A and class B through a cash or set-off issue, holders of class A and class B shares have the right to subscribe for new shares of the same class in proportion to the number of shares already held on the record date. If the issue includes shares of only class B, all holders of class A and class B shares have the right to

subscribe for new class B shares in proportion to the number of shares already held on the record date. Corresponding rules of apportionment are applied in the event of a bonus issue or issue of convertibles and subscription warrants. The transference of a class A share to a person who is not previously a holder of class A shares in the company is subject to a preemption procedure, except when the transfer is made through division of joint property, inheritance, testament or gift to the person who is the closest heir to the bequeathed. After receiving a written request from a holder of class A shares, the company shall convert the class A shares specified in the request to class B shares.

Individuals with an insider position

Persons discharging managerial responsibilities for Cloetta and persons or legal entities closely associated with them are obliged to notify Cloetta and the Swedish Financial Supervisory Authority of every transaction conducted

related to changes in their holdings of Cloetta shares once a total amount of EUR 5,000 has been reached within a calendar year, according to the Market Abuse regulation. Listed companies are required to record a logbook of individuals who are employed or contracted by the company and have access to insider information relating to the company. These can include insiders, and also other individuals who have obtained inside information. Cloetta records a logbook for each financial report or press release containing information that could affect the share price.

Silent periods

Cloetta maintains a silent period of at least 30 days prior to the publication of its quarterly financial reports. During this period, representatives of Cloetta do not meet with financial media, analysts or investors.



15 largest shareholders at 31 December 2023

	% of votes	% of share capital	Total no. of shares	No. of A shares	No. of B shares
Aktiebolaget Malfors Promotor	41.9	31.5	90,929,542	5,729,569	85,199,973
Financière de l'Échiquier SA	3.2	3.8	10,821,096	-	10,821,096
LSV Asset Management	3.2	3.7	10,746,398	-	10,746,398
Dimensional Fund Advisors LP	2.4	2.9	8,319,203	-	8,319,203
The Vanguard Group, Inc.	2.2	2.6	7,575,960	-	7,575,960
Avanza Pension	1.7	2.0	5,927,215	-	5,927,215
Norges Bank	1.5	1.7	5,006,232	-	5,006,232
Ulla Håkanson	1.5	1.7	5,000,000	-	5,000,000
Thompson, Siegel & Walmsley LLC	1.2	1.4	4,159,900	-	4,159,900
Olof Svenfelt	1.1	1.4	3,920,030	30	3,920,000
Fidelity Group Trust For Employee Benefit Plans	1.1	1.4	3,915,510	-	3,915,510
BlackRock	1.0	1.1	3,311,247	-	3,311,247
Arrowstreet Capital	0.9	1.0	2,890,173	-	2,890,173
Handelsbanken Liv Försäkring AB	0.7	0.8	2,263,540	-	2,263,540
Nordnet Pensionsförsäkring	0.6	0.8	2,152,696	-	2,152,696
Total, 15 largest shareholders	64.2	57.8	166,938,742	5,729,599	161,209,143
Treasury shares	1.0	1.1	3,277,265	-	3,277,265
Other shareholders	34.8	41.1	118,397,642	5,650	118,397,642
Total	100.0	100.0	288,619,299	5,735,249	282,884,050

Source: Monitor by Modular Finance AB. Compiled and processed data from various sources, including Euroclear, Morningstar and the Swedish Financial Supervisory Authority (Finansinspektionen).

Size categories at 31 December 2023

	Total no. of shares	No. of known owners	% of known owners	Capital, %	Votes, %
1 – 500	3,944,322	30,769	71.3	1.4	1.2
501 – 1,000	3,995,943	4,921	11.4	1.4	1.2
1,001 – 5,000	13,378,128	5,747	13.3	4.6	3.9
5,001 – 10,000	6,478,455	857	2.0	2.2	1.9
10,001 – 15,000	3,144,711	248	0.6	1.1	0.9
15,001 – 20,000	2,558,801	139	0.3	0.9	0.8
> 20,000	239,661,136	483	1.1	83.0	85.6
Unknown holding site	15,457,803	-	-	5.4	4.5
Total	288,619,299	43,164	100.0	100.0	100.0

Source: Monitor by Modular Finance AB. Compiled and processed data from various sources, including Euroclear, Morningstar and the Swedish Financial Supervisory Authority (Finansinspektionen).

Shareholders by country at 31 December 2023

	No. of share-holders	% of votes	% of share capital	Total no. of shares	No. of A shares	No. of B shares
Sweden	41,738	69.2	63.7	183,845,707	5,735,249	178,110,458
The US	47	16.3	19.2	55,555,769	-	55,555,769
France	17	3.4	4.0	11,454,401	-	11,454,401
Norway	107	1.8	2.1	6,041,639	-	6,041,639
Finland	521	1.3	1.5	4,485,806	-	4,485,806
Other countries	730	3.5	4.1	11,776,824	-	11,776,824
Unknown country	4	4.5	5.4	15,459,153	-	15,459,153
Total	43,164	100.0	100.0	288,619,299	5,735,249	282,884,050

Source: Monitor by Modular Finance AB. Compiled and processed from various sources, including Euroclear, Morningstar and the Swedish Financial Supervisory Authority.

Shareholder categories at 31 December 2023

	No. of shareholders	% of shareholders	% of votes	% of share capital
Private investors	41,825	96.9	21.2	24.9
<i>Of which, Swedish residents</i>	41,223	95.5	20.5	24.1
Legal entities	1,339	3.1	78.8	75.1
<i>Of which, Swedish residents</i>	514	1.2	47.7	38.4
Total	43,164	100.0	100.0	100.0
<i>Of which, Swedish residents</i>	41,737	96.7	68.2	62.5

Source: Monitor by Modular Finance AB. Compiled and processed from various sources, including Euroclear, Morningstar and the Swedish Financial Supervisory Authority.

Development of the share

Year	Event	Increase in share capital	Total share capital	Increase in no. of shares	Total no. of shares
1998	Opening share capital, par value of the share is SEK 100	-	100,000	-	1,000
2008	Non-cash issue in connection with de-merger of Cloetta Fazer	99,900,000	100,000,000	999,000	1,000,000
2008	Share split, quota value of the share changed from SEK 100 to SEK 4	-	100,000,000	23,119,196	24,119,196
2008	Bonus issue, quota value of the share changed from SEK 4 to SEK 5	20,595,980	120,595,980	-	24,119,196
2011–2012	Conversion of convertible debenture loan	2,836,395	123,432,375	567,279	24,686,475
2012	Issue in kind	825,934,620	949,366,995	165,186,924	189,873,399
2012	Rights issue	493,729,500	1,443,096,495	98,745,900	288,619,299

Source: Euroclear.

Incentive schemes

The table below represents the main characteristics of the share-based long-term incentive plans that have been approved by the AGM. For more information about the incentive plans, see pages 66–67, and Note 23 on pages 105–108.

	LTI 2023	LTI 2022	LTI 2021	LTI 2020	LTI 2019
AGM approval date	April 2023	April 2022	April 2021	April 2020	April 2019
Maximum number of B shares to be allocated	1,923,844	1,622,932	1,590,629	1,206,374	1,648,046
as a percentage of total shares	0.7	0.6	0.6	0.4	0.6
as a percentage of voting rights	0.6	0.5	0.5	0.4	0.5
Number of employees offered the opportunity to participate	46	47	48	45	45
Number of participants at inception date	36	35	38	30	30
Estimated number of B shares to be allocated, subject to possible recalculation	1,298,094	1,149,408	723,363		
as a percentage of total shares	0.4	0.4	0.3		
as a percentage of voting rights	0.4	0.3	0.2		
Number of participants at reporting date	35	31	31		
Vesting date				27 April 2023	27 April 2022
Realised performance target, %				-	-
Actual number of matching shares granted on vesting date				-	-
Actual number of performance shares granted on vesting date				-	-
Total number of B shares granted on vesting date				-	-
as a percentage of total shares				-	-
as a percentage of voting rights				-	-
Number of participants at vesting date				24	23

Analysts	Share data	Communications and IR contact
<i>The following analysts regularly monitored Cloetta's development during 2023:</i>	Marketplace Nasdaq Stockholm	Phone: +46 766 96 59 40
	Date of listing 16 February 2009	Switchboard: +46 8 527 28 800
	Segment Mid cap	E-mails: ir@cloetta.com
Handelsbanken: Nicklas Skogman nisk03@handelsbanken.se	Sector Food Producers, Food & Beverage and Consumer Goods	press@cloetta.com
Nordea: Stefan Stjernholm stefan.stjernholm@nordea.com	Ticker symbol CLA B	sustainability@cloetta.com
SEB: Andreas Lundberg andreas.lundberg@seb.se	ISIN code SE0002626861	
	Currency SEK	
	Standard trading unit 1 share	
	No. of shares in issue 288,619,299 A and B shares	
	Highest price paid in 2023 SEK 22.82 (23 February 2023)	
	Lowest price paid in 2023 SEK 17.09 (26 October 2023)	
	Last price paid 2023 SEK 18.32	
	Share price growth in 2023 -12.2 per cent	



Financial performance

Net sales and profit

Condensed consolidated profit and loss account

SEKm	2023	2022
Net sales	8,301	6,869
Cost of goods sold	-5,751	-4,738
Gross profit	2,550	2,131
Selling expenses	-1,073	-1,009
General and administrative expenses	-742	-656
Operating profit	735	466
Net financial items	-165	-123
Profit before tax	570	343
Income tax	-133	-68
Profit for the year	437	275
Operating profit, adjusted	799	691

Net sales

Net sales for the year increased by SEK 1,432m to SEK 8,301m (6,869) compared to last year. Organic growth was 15.7 per cent and exchange rate differences were 5.1 per cent. Sales of Branded packaged products increased organically by 14.1 per cent. Pick & mix sales increased organically by 20.7 per cent.

Sales of Branded packaged products account for 74 per cent (75) of total sales, and Pick & mix accounts for 26 per cent (25) of total sales. Divided by category, candy accounts for 62 per cent (62) of sales and

chocolate accounts for 19 per cent (19). Pastilles account for 10 per cent (10), chewing gum for 5 per cent (5), nuts for 2 per cent (2) and other products for 2 per cent (2).

Sales in seven main markets

Cloetta has seven main markets, of which Sweden is the largest with around 30 per cent (30) of Cloetta's sales. The second largest market is Finland with 21 per cent (21). The Netherlands accounts for 15 per cent (14), Denmark for 10 per cent (9), Norway for 6 per cent (7), Germany for 6 per cent (6) and the UK for 5 per cent (6).

Sales of Branded packaged products grew in Sweden, Denmark, Finland, the Netherlands, Germany, International Markets, the UK and declined slightly in Norway. Sales of Pick & mix grew in all Cloetta's markets except the UK.

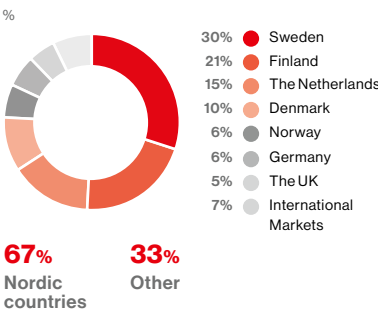
International Markets

In addition to the main markets, Cloetta's products are sold through distributors in more than 50 countries. Sales in these other markets increased in 2023 and accounted for 7 per cent (7) of Cloetta's sales.

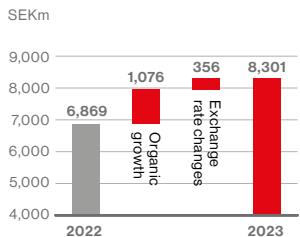
Pricing strategies

In Cloetta's main markets, the grocery trade is consolidated with few, very large retail chains. Concentration of the grocery retail trade exerts strong price pressure on all our suppliers. Cloetta continuously improves its efficiency to cope with the pressure from the grocery retail trade. To offset changes in raw material costs and exchange rates, Cloetta's strategy is to pass these on by adjusting its prices. Furthermore, in a high inflationary environment, Cloetta's strategy is to protect its profitability by compensating for all input costs in absolute terms, also including packaging, freight and energy costs, through price increases towards customers as well as cost savings and reducing overall energy consumption.

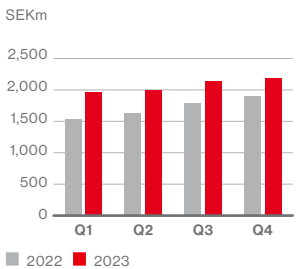
Cloetta's net sales by country



Net sales – change



Net sales



Quarterly data

	2023	Q4	Q3	Q2	Q1	2022	Q4	Q3	Q2	Q1
Net sales, SEKm	8,301	2,182	2,148	1,998	1,973	6,869	1,905	1,798	1,626	1,540
Operating profit/loss, SEKm	735	174	201	182	178	466	187	186	-61	154
Operating profit, adjusted, SEKm	799	200	208	191	200	691	183	188	162	158
Operating profit margin, %	8.9	8.0	9.4	9.1	9.0	6.8	9.8	10.3	-3.8	10.0
Operating profit margin, adjusted, %	9.6	9.2	9.7	9.6	10.1	10.1	9.6	10.5	10.0	10.3

Net financial items

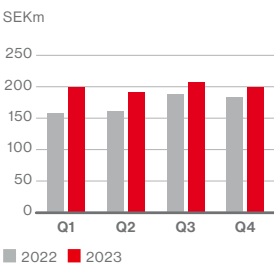
SEKm	2023	2022
Exchange differences on cash and cash equivalents in foreign currencies	-43	-143
Other financial income	91	21
Unrealised gains or losses on single currency interest rate swaps	-45	57
Interest expenses on third-party borrowings and realised gains or losses on single currency interest rate swaps	-141	-43
Interest expenses, third-party pensions	-9	-4
Other financial expenses	-18	-11
Net financial items	-165	-123

Key ratios

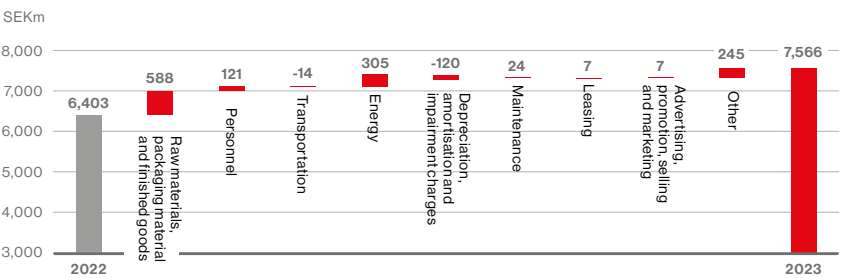
%	2023	2022
Gross margin	30.7	31.0
Operating profit margin	8.9	6.8
Operating profit margin, adjusted	9.6	10.1
Return on capital employed	10.9	7.2
Return on equity	8.6	5.5

For definitions, see pages 148–149.

Operating profit, adjusted



Operating expenses – change



Gross profit

Gross profit amounted to SEK 2,550m (2,131), which equates to a gross margin of 30.7 per cent (31.0). Gross profit, adjusted for items affecting comparability, amounted to SEK 2,598m (2,341), which equates to a margin of 31.3 per cent (34.1). The increase in adjusted gross profit reflects that last year the pricing only partially offset the cost inflation.

Operating profit

Operating profit amounted to SEK 735m (466). Operating profit, adjusted for items affecting comparability, amounted to SEK 799m (691). The adjusted operating profit was positively impacted by higher gross profit and the positive revaluation effect due to a stronger euro, partly offset by higher indirect costs.

Items affecting comparability

Operating profit for the year includes items affecting comparability of SEK -64m (-225) that are mainly related to the greenfield facility.

Employees

The average number of employees was 2,582 (2,598).

Research and development

Costs for research and development (R&D) were charged to operating profit for an amount of SEK 37m (32) and are primarily attributable to the development of new product and brand varieties as well as packaging solutions within the framework of the existing product range. No expenses for research and development have been capitalised.

Seasonal variations

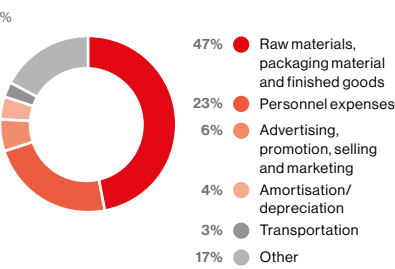
Cloetta's sales and operating profit are subject to some seasonal variations. Sales in the first and second quarters are, mainly in Sweden, affected by the Easter holiday, depending on the quarter in which it occurs. In the fourth quarter, sales are usually higher than in the first three quarters of the year, which is mainly attributable to the sale of products in Sweden in connection with the holiday season.

Net financial items

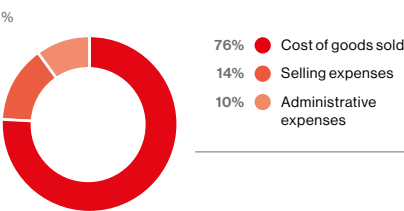
Net financial items for the year amounted to SEK -165m (-123). Net interest expenses related to external borrowings, cash pool and realised results on single currency interest rate swaps were in total SEK -50m (-22), net exchange differences on cash and cash equivalents were SEK -43m (-143) which mainly related to the development of the Swedish



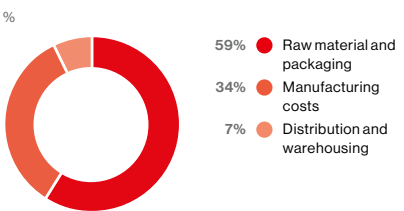
Operating expenses – by type



Operating expenses – by category



Cost of goods sold



and Norwegian krona and the Great Britain pound against the euro. Other financial items amounted to SEK -72m (42) of which SEK -45m (57) related to the unrealised results on single currency interest rate swaps. Of the total net financial items SEK -58m (-84) is non-cash in nature.

Profit for the year

Profit for the year was SEK 437m (275), Income tax for the year was SEK -133m (-68). The effective tax rate for the period was 23.3 per cent (19.8) and was negatively impacted by the revaluation of deferred tax balances and non-deductible expenses and was positively impacted by differences between expected and actual tax filings related to the previous year and international tax rate differences. Profit for the year equates to basic and diluted earnings per share of SEK 1.53 (0.96).

Sensitivity analysis

The effects on profit before tax of changes in the Swedish krona against the euro, interest rate and average raw material prices are shown in the table at the right. These are estimated effects which could occur with an isolated change in each variable and should be interpreted with caution. The calculations are hypothetical and should neither be considered as an indicator of either of these factors being more or less likely to change, nor the size of the magnitude of the change. Real changes and their effects may be larger or smaller than presented in the table. In addition, it is likely that the actual changes will affect other items, and that actions by Cloetta and others, as a result of the changes, may thereby affect other items.

Cloetta's development is affected by multiple factors, which include those disclosed in the section Risks and risk management on pages 55–58.

Sensitivity analysis

	Change	Profit before tax
Currency risk If the Swedish krona weakens/strengthens against the euro	-/+ 10%	+/- SEK 35m
Interest rate risk Interest rate	+/- 1%	-/+ SEK 6m
Commodity price risk Average raw material prices	+/- 10%	-/+ SEK 200m

Financial position

Consolidated balance sheet

SEKm	31 Dec 2023	31 Dec 2022
ASSETS		
Non-current assets		
Intangible assets	5,862	5,883
Property, plant and equipment	1,686	1,581
Deferred tax asset	23	43
Derivative financial instruments	5	25
Other financial assets	3	3
Total non-current assets	7,579	7,535
Current assets		
Inventories	1,292	1,090
Trade and other receivables	1,089	1,030
Current income tax assets	47	44
Derivative financial instruments	18	34
Cash and cash equivalents	658	583
Total current assets	3,104	2,781
TOTAL ASSETS	10,683	10,316
EQUITY AND LIABILITIES		
Equity		
	5,098	4,994
Non-current liabilities		
Long-term borrowings	2,264	2,277
Deferred tax liability	900	884
Derivative financial instruments	8	-
Provisions for pensions and other long-term employee benefits	382	345
Provisions	160	107
Total non-current liabilities	3,714	3,613
Current liabilities		
Short-term borrowings	220	207
Derivative financial instruments	1	-
Trade and other payables	1,585	1,419
Provisions	14	6
Current income tax liabilities	51	77
Total current liabilities	1,871	1,709
TOTAL EQUITY AND LIABILITIES	10,683	10,316

Assets

Total assets at 31 December 2023 amounted to SEK 10,683 (10,316), which is an increase of SEK 367m compared to the previous year.

Non-current assets

Intangible assets totalled SEK 5,862m (5,883). The change consists mainly of amortisation of SEK -13m (-14) and exchange differences related to intangible assets recognised in foreign subsidiaries of SEK -10m (313). Investments for the year amounted to SEK 2m (2). Of total intangible assets, 99 per cent (99) or SEK 5,803m

(5,813) pertained to goodwill and trademarks at 31 December 2023. Goodwill and trademarks are tested at least yearly for impairment.

Property, plant and equipment amounted to SEK 1,686m (1,581). The year's investments amounted to SEK 377m (294). The year's investments in property, plant and equipment referred primarily to continuous efficiency-enhancing and replacement investments in the existing production lines, as well as investments in Pick & mix fixtures and the greenfield facility. Reversal of impairment losses

amounted to SEK 17m (-136) and are related to the postponed investment in the greenfield facility and closure of the factories in Roosendaal, the Netherlands and Turnhout, Belgium, and comprise assets that will not be transferred to the new facility. Depreciation amounted to SEK -282m (-248). Exchange differences related to property, plant and equipment recognised in foreign subsidiaries amounted to SEK -5m (98) during the year. Other movements add up to SEK -2m (-3).

Current assets

Current assets amounted to SEK 3,104m (2,781). This change is mainly due to higher inventories of in total SEK 202m and higher cash and cash equivalents of SEK 75m.

Equity and liabilities

Equity

Consolidated equity at 31 December 2023 amounted to SEK 5,098m (4,994), which equates to SEK 17.9 (17.5) per share. On the balance sheet date, the share capital amounted to SEK 1,443m (1,443). The equity/assets ratio on the same date was 47.7 per cent (48.4).

Liabilities

Non-current liabilities amounted to SEK 3,714m (3,613), which is an increase of SEK 101m compared to previous year. Long-term borrowings totaled SEK 2,264m (2,277) and consisted of SEK 2,187m (2,190) in gross non-current loans from credit institutions, SEK 85m (95) in non-current lease liabilities and SEK -8m (-8) in capitalised transaction costs. The deferred tax liability increased by SEK 16m to SEK 900m. Pension provisions increased by SEK 37m to SEK 382m. The long-term provision of SEK 160m (107) relate to the severance payments and outplacement costs recognised in relation to the announced closure of the factories in Turnhout, Belgium and Roosendaal, the Netherlands.

Total short-term borrowings amounted to SEK 220m (207) and consisted of commercial papers of SEK 149m (149), current lease liabilities of SEK 74m (61), accrued interest on borrowings from credit institutions of SEK 2m (0) and capitalised transaction costs of SEK -5m (-3).



Net debt

SEKm	31 Dec 2023	31 Dec 2022
Gross non-current loans from credit institutions	2,187	2,190
Commercial papers	149	149
Lease liabilities	159	156
Derivative financial instruments (non-current and current)	-14	-59
Interest payable	2	2
Gross debt	2,483	2,438
Cash and cash equivalents	-658	-583
Net debt	1,825	1,855

Borrowings

In the second quarter of 2023, Cloetta extended all of its loan facilities by one year.

The facilities agreement bears variable interest at a rate based on STIBOR, plus an applicable fixed margin for loans in SEK, and variable interest at a rate based on EURIBOR plus an applicable fixed margin for loans in EUR. The applicable margin at 31 December 2023 was 0.95 per cent (0.95) for the outstanding loans in SEK and 1.05 per cent (1.05) for the outstanding loans in EUR. Interest on the issued commercial papers at 31 December 2023 amounted to 4.85 per cent (3.08). Furthermore, an additional 35 per cent (35) of the fixed applicable margin on the unutilised amounts of the credit revolving loans is paid as a commitment fee.

The effective interest rate for the loans from credit institutions and the commercial papers was 4.42 per cent (1.55) during the year. The effective interest rate including the effect of single currency interest rate swaps was 2.85 per cent (1.35).

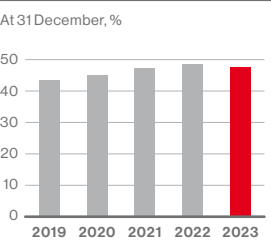
Change in capital employed

Capital employed during the year increased by SEK 150m to SEK 7,973m (7,823) compared to last year.

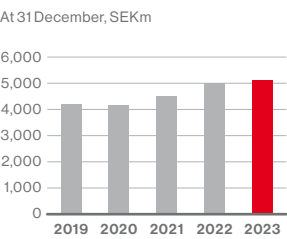
Net debt

Interest-bearing liabilities exceeded cash and cash equivalents and other interest-bearing assets by SEK 1,825m (1,855). The net debt/equity ratio on the balance sheet date was 35.8 per cent (37.1).

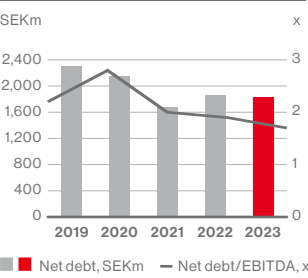
Equity/assets ratio



Equity



Net debt/EBITDA



Cash flow statement

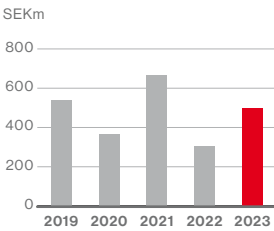
Condensed consolidated cash flow statement

SEKm	2023	2022
Cash flow from operating activities before changes in working capital	878	822
Cash flow from changes in working capital	-100	-303
Cash flow from operating activities	778	519
Investments in property, plant and equipment	-280	-212
Investments in intangible assets	-2	-2
Free cash flow	496	305
Other investing activities		
Disposals of property, plant and equipment	2	1
Cash flow from other investing activities	2	1
Cash flow from operating and investing activities	498	306
Cash flow from financing activities	-379	-406
Cash flow for the year	119	-100
Cash and cash equivalents at beginning of year	583	692
Cash flow for the year	119	-100
Exchange difference	-44	-9
Cash and cash equivalents at end of year	658	583

Free cash flow

The free cash flow was SEK 496m (305). Cash flow from operating activities before changes in working capital was SEK 878m (822). The cash flow from changes in working capital was SEK -100m (-303). The cash flow from investments in property, plant and equipment and intangible assets was SEK -282m (-214).

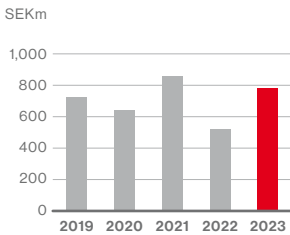
Free cash flow



Cash flow from changes in working capital

Cash flow from changes in working capital was SEK -100m (-303). The cash flow from changes in working capital was negatively impacted by an increase in inventories for an amount of SEK -212m (-197), and an increase in receivables amounting to SEK -63m (-201), partly offset by an increase in payables of SEK 175m (95).

Cash flow from operating activities



Cash flow from other investing activities

Cash flow from other investing activities was SEK 2m (1).

Cash flow from financing activities

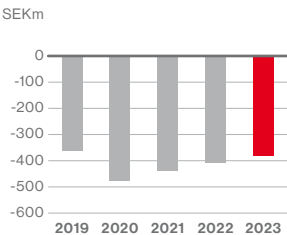
Cash flow from financing activities was SEK -379m (-406). The cash flow from financing activities was related to the dividend distribution of SEK -285m (-287), payments of lease liabilities of SEK -88m (-75), net proceeds and repayments of loans from credit institutions and commercial papers including transaction costs of SEK -5m (-10) and purchase of treasury shares of SEK -1m (-34).

Cash and cash equivalents

The net cash flow was SEK 119m (-100), which together with exchange differences of SEK -44m (-9) increased cash and cash equivalents by SEK 75m to SEK 658m, compared to SEK 583m in the previous year. Cloetta had an unutilised credit facility of SEK 2,441m (2,447) and the possibility to issue additional commercial papers for an amount of SEK 850m (850).

Cloetta's working capital is exposed to seasonal variations, partly resulting from a build-up of inventories in preparation for increased sales ahead of the Christmas holiday. This means that the working capital requirement is normally highest during the summer and lowest at year-end.

Cash flow from financing activities



Future outlook

Goal attainment

Cloetta's target is to increase sales organically at least in line with market growth. Historically, annual growth in the markets has been one to two per cent, although in the last two years the growth in the market has been higher in line with the overall inflationary environment. In 2023, Cloetta's organic growth was 15.7 per cent; sales of Branded packaged products grew organically by 14.1 per cent and Pick & mix sales grew organically by 20.7 per cent. The strong growth was primarily driven by strong pricing execution and efficient cost control. The stable volumes are a result of Cloetta's strategic agenda to strengthen its brands over the last years and relentless focus on execution. Cloetta's long-term target is an adjusted EBIT margin of at least 14 per cent. In 2023, the

adjusted EBIT margin was 9.6 per cent (10.1). The decrease was driven by the compression effect as the pricing matched the increasing input cost, whereas the absolute EBIT improved, driven by the pricing execution together with the mix and cost savings, more than offsetting the higher cost. Another of Cloetta's long-term targets is to keep the net debt/EBITDA ratio around 2.5x. At 31 December 2023 the net debt/EBITDA ratio was at an all-time low of 1.7x (1.9) which shows Cloetta's further strengthened position for the upcoming investments in the greenfield facility. Cloetta's policy is to have a dividend payout ratio of 40 to 60 per cent of profit for the year. The Board proposes an ordinary dividend of SEK 1.00 per share (1.00), corresponding to 65 per cent (104)

of profit for the year, equal to 59 per cent of the profit for the year excluding impact of the items affecting comparability relating to the greenfield facility. The ambition is to continue to propose a stable dividend.

Profitable growth

The strategy and financial targets for Cloetta stand firm. The focus in 2024 will be on growth leadership in Branded packaged products, creating sustainable value within Pick & mix as well as driving cost-savings and efficiency activities throughout the entire value chain.

Financial outlook

As in earlier years, Cloetta is not issuing any financial forecast for 2024.

Environmental impact and environmental management

Cloetta works to reduce its environmental impact through systematic environmental management. Our greatest direct environmental impact comes from water and energy consumption, wastewater emissions, waste and transportation. Over the entire life cycle of the products, the most significant environmental impact arises during raw material and packaging production. Cloetta complies with the statutory environmental requirements and is not involved in any environmental

disputes. At 31 December 2023, Cloetta conducted operations at seven factories in five countries. The Swedish factory in Ljungsbro was subject to reporting requirements according to the Swedish Environmental Code. These permits apply until further notice. The manufacturing units outside Sweden adapt their operations, apply for the necessary permits and report to the authorities in accordance with local legislation. All of Cloetta's factories conduct

systematic environmental management that includes action plans and monitoring in a number of areas. Environmental management is an integral part of Cloetta's operations and environmental aspects are taken into account when making decisions. Frequent evaluation and follow-up of measures increase awareness about the effects of operations on the environment.

Statutory sustainability report

Pursuant to the Swedish Annual Accounts Act, chapter 6, paragraph 10, Cloetta AB (publ) has chosen to prepare its statutory sustainability report as a

separate report from the annual report. The statutory sustainability report consists of pages 6–7, 10–11 (business model), 54–58 (risks and risk

management) and 2, 9, 22-35, 60-73, 134-146 (material sustainability matters, governance and performance indicators).

Risks and risk management

Uncertainty about future events is a natural part of all business activities. Future events can have a positive impact on operations through opportunities to create increased value, or a negative impact through risks that may have an adverse effect on Cloetta's business and results.

New risks can arise as a result of events or decisions that are beyond Cloetta's control, but they can also be an effect of incorrect risk management within Cloetta or among its suppliers or customers.

Organisation for risk management
Cloetta's Board of Directors has a responsibility to the shareholders to oversee the company's risk management. Risk assessment associated with business development and long-term strategic planning is prepared by the Group Management Team and decisions are made by the Board of Directors.
The Group Management Team continually reports to the Board of Directors on risk areas such as the Group's financial status and compliance with the Group's finance policy. Operational risk management that takes place at all levels of the organisation is regulated by Cloetta's Code of Conduct and a number of other central policies.

Identification of risks
The identification of risks and proactive measures to limit them or prevent them from materialising and having a negative impact on operations, is of fundamental importance for operations and is a central part of every manager's responsibility at Cloetta. Cloetta works continuously to assess and evaluate the risks to which the organisation is, and can be, exposed. All events that could affect confidence in Cloetta or disrupt operations are essential to monitor and minimise. This is the responsibility of the Group Management Team and is managed through dialogue with various stakeholders.

Risk management
Effective handling of risks is an integral part of Cloetta's management and control.



Rapid distribution of relevant information is ensured via the company's management structures and processes. Where possible, risks are eliminated, and undesired events are minimised through proactive measures. Alternatively, risks can be transferred, for example through insurance or agreements. However, certain risks are impossible to eliminate or transfer. These are often an active part of business operations.

Risk overview
A number of risk areas have been identified through Cloetta's risk management process.

A selection of these, and a brief description of how each risk area is handled, is presented on the following pages. The Group's financial risk management is also described in more detail in Note 26, on pages 109–110.
Pages 68–69 contain a description of the internal control processes and risk assessment aimed at preventing misstatements in the financial reporting.
Management of risks in the workplace environment is described on pages 26–27.

Industry and market-related risks

Cloetta works continuously to assess and evaluate the risks to which the Group is, and can become, exposed. Critical external risks are managed both strategically through business and product development, and operationally through daily purchasing, sales and marketing activities.

	RISKS Probability	MITIGATION Impact
Market climate	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Crises can have a negative impact on consumers' disposable income and consumption patterns. This can affect Cloetta both with lower sales as well as a shift towards more price consciousness that can lead to retail customers experiencing lower profitability, which leads to price pressure.</p> <p>A new resurging global pandemic may have a negative impact on consumption patterns as well as a sharp decrease of mobility which lower sales of impulse categories in channels such as convenience stores and travel retail.</p>	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Historically, the confectionery market has been relatively mildly affected by market downturns in consumption. This is particularly true for Cloetta's products, which most people can afford to buy and our products are also available in discount price channels. To support the customers' business, Cloetta cooperates with its customers on in-store sales activities and other measures.</p> <p>The majority of Cloetta's sales comes from grocery stores, which remained open during a global pandemic as they were considered essential for society. Cloetta has proven to be able to adjust its business model to cope with the huge changes of consumer behaviour by being agile and adaptable.</p>
Competition	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>The confectionery market is highly competitive and includes several major players. Furthermore, grocery retailers offer private labels that compete with certain Cloetta products.</p> <p>Cloetta is a significant pick & mix player, which by its nature is a market that often consists of multi-year contracts that must be continuously renewed. Competition from other players, including the grocery retail chains, and Cloetta's strategy to improve profitability may result in losses of major contracts.</p>	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>This competition means that Cloetta needs to continue on its strategic journey to strengthen its key brands versus competition by good commercial execution, not the least by increasing brand support to competitive levels. Strong brands lead to more sales, can bear premiumisation and demand a price premium.</p> <p>Cloetta competes in the market by a strong consumer focus approach, insights generated will lead to product innovation, product quality, brand recognition and loyalty, marketing investments and in-store execution.</p> <p>Cloetta endeavours to offer the best pick & mix concepts in terms of the customer and consumer experience. Furthermore, an integrated production chain enables Cloetta to be cost-effective in Pick & mix.</p>
Retail trade development	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>The European grocery and service trade has undergone a process of consolidation leading to the establishment of large, sophisticated players with substantial purchasing power. These major players are not necessarily dependent on individual brands and can hold back price increases and demand higher investment in marketing initiatives. They can also take over shelf space that is currently used for Cloetta's products for their own brands.</p> <p>E-commerce is challenging the current retail structure and will over time likely change the retail landscape substantially. The introduction of self-scanning services in stores might impact sales of Cloetta's products since they are often placed next to regular store checkouts.</p> <p>As with most consumer-facing companies, major retailers are increasing their efforts on backing climate change and are requesting their suppliers to do the same.</p>	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Cloetta's strategic direction to strengthen its key brands and market position, together with a strong sales force and close cooperation with the retail trade enables Cloetta to maintain good relations with the retail trade. Cloetta also works actively with new sales channels. Cloetta has a relatively wide and diversified customer base.</p> <p>Cloetta is working actively with retailers regarding e-commerce, helping them to learn how to sell impulse confectionery products online.</p> <p>By supporting retailers in learning how to sell products in self-scanning areas, Cloetta is able to maintain sales in the checkout area.</p> <p>Cloetta joined the Science Based Target initiative in 2020, and has committed to reduce its greenhouse gas emissions by 46 per cent by 2030, enabling us to also meet customers' expectations.</p>
Consumer trends Health and Sustainability	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Health trends and the debate on health, weight and sugar may have a negative impact on confectionery consumption. The health trend has also spurred a growing interest in natural raw materials. Furthermore, there is a growing interest amongst consumers, especially in North America, to use drugs to help with weight loss and where the drug's effectiveness requires the patient to adhere to a lower sugar diet.</p> <p>In the wake of rapid globalisation, individual consumers are more aware of how their consumption patterns affect the environment and social/ethical conditions all over the world. Consumers want to know more about product origins, manufacturing methods and raw materials. Claims suggesting that Cloetta, or Cloetta's suppliers, do not take adequate environmental or social responsibility could damage Cloetta's brand.</p>	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Health trends have not affected confectionery sales to any great extent, since confectionery is often eaten as a small luxury in everyday life.</p> <p>Cloetta has the For You pillar within the sustainability agenda, where we inform consumers about product content and calories, and we work to continue to develop products which offer lower sugar or sugar-free alternatives next to portion control in general. We do not see a strong consumer trend against confectionery consumption. We also work on dental health propositions to promote dental health. Cloetta's sustainability agenda focuses on social, environmental and consumer-centric areas in order to improve our overall performance and meet the current and future needs of our consumers. Consumers' increased awareness opens an opportunity to inform and be transparent with our sustainability performance.</p> <p>Improving conditions in our supply chain remains a priority, as reflected in our Supplier Code of Conduct.</p> <p>Cloetta sources certified raw materials where this is possible and continuously looks to improve conditions through cooperation with suppliers and NGO's.</p>

	RISKS Probability	MITIGATION Impact
Laws and taxes	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Cloetta conducts operations through companies in a number of countries. New laws, taxes or regulations in various markets may lead to restrictions in operations or introduce new and increasing requirements. There is a risk that applicable tax laws, tax treaties and regulations in the different markets will change, or that the interpretations of the same will change, possibly with an adverse retroactive effect.</p>	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Cloetta continuously assesses tax and legal developments in order to predict and prepare its operations for possible changes. The introduction of sugar taxes and fat taxes often have a short-term impact on sales.</p> <p>Provisions for legal and tax disputes or uncertainties, are based on an estimation of the related costs. Estimates are made with the support of legal and tax advice where needed and based on the information available. An increased focus on compliance in various areas and the developments related to increasing tax transparency will require more time and resources spent on ensuring such compliance and reporting.</p>
Raw material prices	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Price development for raw materials is steered mainly by supply and demand and is beyond Cloetta's control. The prices of sugar and many of the other raw materials purchased by Cloetta can also be affected by agro-political decisions in the EU regarding quotas, support, subsidies and trade barriers, and also by rising living standards and the activity of financial investors on the commodities exchanges.</p>	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Cloetta continuously monitors the development of raw material prices, and all purchasing is carried out through a central procurement function. To ensure access and price levels, Cloetta normally enters into supplier contracts that cover the need for raw materials for a period of 6–9 months ahead. Cloetta may choose to deviate from this policy under extraordinary circumstances, should higher flexibility be deemed required. If the average raw material prices had been 10 per cent higher/lower on 31 December 2023, profit before tax for the year would have been around SEK 200m lower/higher. Cloetta's policy is to compensate for higher raw material costs by raising prices to its customers.</p> <p>In a high inflationary environment, Cloetta's strategy is to protect its profitability by compensating for all input costs in absolute terms, also including packaging, freight and energy costs, through price increases towards its customers as well as cost savings and reducing overall energy consumption.</p>
Cost inflation	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Input costs, including for raw materials, packaging, freight, and energy, have been increasing significantly, constituting a risk for negative impact on Cloetta's profitability.</p>	
Russia's war in Ukraine	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Russia's escalation of the war in Ukraine that started in 2022 entails risks of further impact on the global economy, further cost inflation, and disruptions in supply chains, including as the war risks spreading into other geographies.</p>	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Cloetta does not have any significant direct financial exposure to any of the countries involved. However, the company is being impacted by rising input costs and global supply chain challenges, which are being addressed as commented on in the sections for Raw material prices, Cost inflation, Interest rate risks and Disruption and relocation of product manufacturing.</p>

Operational risks

Operational risks can often be influenced, which is why they are normally regulated by policies, guidelines and instructions. Operational risks are part of Cloetta's day-to-day work and are managed by the operating units. Operational risks include those related to the brand, relocation of production, insurable risks and environmental, health and safety-related risks and IT-related risks.

	RISKS Probability	MITIGATION Impact
Business ethics and brand risks	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Demand for Cloetta's well-known brands is driven by consumers' association of these brands with positive values. If Cloetta or any of the Group's partners take any measures that conflict with the values represented by the brands, the Cloetta brands could be damaged.</p>	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Cloetta takes a proactive approach by adhering to a Code of Conduct and a policy on anti-corruption and bribery, as well as responsible marketing.</p> <p>Cloetta's Supplier Code of Conduct covers human and labour rights, business ethics and anti-corruption, health and safety, and environmental protection.</p>
Social conditions in the supply chain	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Cloetta uses some raw materials that originate from regions or countries with an increased risk of human rights violations and corrupt behaviour.</p> <p>Further, political instability in places where raw materials are produced can have a negative impact on availability and costs.</p>	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Cloetta's Supplier Code of Conduct is part of all supplier agreements. Cloetta assesses the raw materials, monitors suppliers for certain materials based on climate, social and human-rights related risks, and prioritises involvement with supporting organisations.</p> <p>100 per cent of all cocoa purchased is Rainforest Alliance certified.</p> <p>With palm oil-based vegetables oils, Cloetta continues to source 100 per cent RSPO Certified Segregated palm oil, which is one of the highest standards to ensure that human rights are upheld in sourcing sustainably farmed palm oil. Certification of Cloetta's factories according to this standard has been upheld since 2019.</p> <p>Since 2017 Cloetta has purchased sustainable and traceable shea butter from women cooperatives in Africa.</p> <p>Cloetta participated in a pilot initiative with Rainforest Alliance to close the income gap for cocoa farmers in Africa and will continue the collaboration on the Living Income Fund.</p>

	RISKS Probability	MITIGATION Impact
Environmental and climate related risks	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>There is a risk that climate change will impact Cloetta. This may involve transition risks such as changing rules and taxation, as well as physical risks. Physical risks include changes that are both long-term and urgent in nature, for example extreme weather conditions and natural catastrophes that could impact Cloetta's access to raw materials and disrupt business operations directly or indirectly.</p> <p>The climate crisis coincides with a biodiversity crisis and water-crisis, which agriculture is directly impacted by.</p> <p>Climate-related risks are becoming an ever-growing concern among the investment community and new initiatives are receiving more attention.</p>	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Cloetta is raising the ambition level to improve its total environmental footprint through the work in our sustainability agenda.</p> <p>We joined the Science Based Targets initiative to set targets and action plans to reduce our carbon footprint throughout our value chain and in cooperation with our stakeholders. In our efforts toward climate action, we have undertaken measures to reduce emissions, such as decreased energy consumption in our factories, incorporating vegan options into our candy portfolio, and transitioning to electric company cars.</p> <p>100 per cent of all cocoa purchased is Rainforest Alliance certified. With palm oil-based vegetables oils, Cloetta continues to source 100 per cent RSPO Certified Segregated palm oil, which is one of the highest standards to ensure deforestation free and sustainably farmed palm oil. Certification of Cloetta's factories according to this standard has been upheld since 2019.</p> <p>Cloetta manages the environmental and climate impact of its business operations through systematic work within the scope of the company's environmental management system.</p>
Product safety risks	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Handling of food products places high demands on traceability, hygiene and safety. In a worst-case scenario, inadequate control can lead to contamination or allergic reactions. These types of deficiencies in the handling of food products can lead to lower trust in Cloetta and the Group's brands.</p>	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Cloetta works with first-class raw materials and in accordance with international quality standards. Analyses through chemical and physical tests are performed on both raw materials and finished products. Issues of importance for product safety are collated in special policies. Plans for information or product recalls in the event of deficiencies have been prepared.</p>
Insurable risks	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Assets such as factories and production equipment can be seriously damaged, for example in the event of a fire or power outage. Product recalls can incur substantial costs, resulting in direct costs, claims for financial compensation and damage to Cloetta's reputation. Cargo may be damaged in transit.</p>	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Cloetta has an insurance programme for property and liability risks appropriate to Cloetta's operations and works systematically to limit the risk of incidents and to have robust contingency plans in place to limit the effects of any incidents.</p>
Disruption and relocation of product manufacturing	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Disturbances and inefficiencies in the supply chain, as well as undesirable effects on and from the external environment, such as a fire, strikes, shortage of energy supply or raw- and packaging materials, pandemics, or extreme weather, could result in stoppages in production, operations and deliveries, and thus negatively affect the company's business and reputation. To optimise efficiency, Cloetta continuously monitors capacity utilisation in manufacturing and evaluates the need to move manufacturing from one factory to another. This is however a complex process that can result in disruptions and delays in production, which can in turn also lead to delivery problems.</p>	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Cloetta has a good monitoring process in place to anticipate short term disruption both in sourcing and delivery. In our factories we have clear protective protocols in place to reduce the risk, provide a safe workplace and limit the impact. We have also prepared certain scenarios for our plants in case of energy disruptions. Cloetta also has an experienced and efficient organisation with well-established routines for handling.</p>
Access to the right expertise	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>To a large extent, Cloetta's future is dependent on its capacity to recruit, retain and develop competent senior executives and other key staff.</p> <p>Cloetta occasionally reorganises and streamlines its operations, which in the short term may have a negative impact on its performance.</p>	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Cloetta endeavours to continue to be an attractive employer. Employee development and follow-up plans, together with market-based and competitive compensation, enable Cloetta to recruit and retain employees.</p> <p>Cloetta has a strong and experienced organisation that is well equipped to handle organisational changes.</p>
IT security	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Cloetta is highly dependent on having an efficient IT platform. Disruptions or faults in critical systems can have a direct impact on both production, financial systems, and business processes. Over the years, efforts have been made to harmonise and standardise the IT landscape by minimising the number of supported IT applications and continuously invest in IT infrastructure. Examples of risk mitigation in infrastructure is redundant network access, using SaaS. Software as a Service, for the business-critical solutions. The IT security is the defence to protect against potential loss or harm related to technical infrastructure, use of technology or reputation of our organisation.</p>	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Cloetta operates under a centrally controlled IT governance and continuously mitigates against all dimensions of attacks by assessing its cyber risk profile, remediating where necessary and pro-actively managing and investing in its defences. End-users are frequently trained in information security to further increase the awareness.</p>

Financial risks

The primary financial risks are composed of foreign exchange, refinancing, interest rate and credit risks. Financial risks are managed by the Group's central finance function according to the guidelines in the finance policy established by Cloetta's Board of Directors. Financial risk management primarily aims to identify the Group's risk exposure and, with a certain degree of foresight, to attain predictability in the financial outcome and minimise possible unfavourable effects on the Group's financial results, in close cooperation with the Group's operating units. Consolidating and controlling these risks centrally enables the Group to minimise the level of risk while reducing the cost of measures such as currency hedging. Financial risk management is described in detail in Note 26, on pages 109–110.

	RISKS Probability	MANAGEMENT Impact
Foreign exchange risks	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Exchange rate fluctuations affect Cloetta's financial results in connection with buying and selling in different currencies (transaction exposure), and through translation of the profit and loss accounts and balance sheets of foreign subsidiaries to Swedish kronor (translation exposure). Cloetta's reporting currency is the Swedish krona, while many subsidiaries have the euro as their functional currency, thus translation exposure is significant. Aside from SEK and EUR, Cloetta also has exposure to DKK, NOK, GBP and USD.</p>	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>The objective of Cloetta's foreign exchange management is to minimise the effects of exchange rate fluctuations by utilising incoming currency for payments in the same currency. If the Swedish krona had weakened/strengthened by 10 per cent against the euro, the year's profit would have been around SEK 27m (25) higher/lower.</p> <p>The Group hedges parts of its translation exposure through borrowing in euro.</p>
Refinancing risks	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Refinancing risk refers to the risk that it will not be possible to obtain financing or that financing can only be obtained at a significantly higher cost.</p>	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>In 2023, Cloetta met its financial target related to a net debt/EBITDA ratio of around 2.5x. Through the term and revolving facilities agreement with the club of banks and the commercial paper programme, Cloetta has a favourable situation for accessing financing, for example for potential acquisitions and significant investment projects. In 2022 Cloetta secured financing for the greenfield facility in the Netherlands by entering a new term loan facility and by increasing the multicurrency revolving loan facilities. The agreed financing is reviewed periodically with the banks to remain aligned with the progress of the project. In 2023, Cloetta extended its existing multicurrency term and revolving facilities agreement with the banks with one year.</p>
Interest rate risks	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Cloetta is exposed to interest rate risks in interest-bearing current and non-current liabilities. Although some of the Group's bank loans are hedged via interest rate swaps, there is still exposure to interest rate risk for the parts that are not hedged or when hedges expire.</p> <p>The Group will incur a higher level of net debt over the years 2025–2027 on the account of the investments in the greenfield facility.</p>	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>The Group continuously analyses its exposure to interest rate risk and performs regular simulations of interest rate movements. Interest rate risk is reduced by hedging a share of future interest payments through interest rate swaps.</p> <p>In 2023, if the interest rate had been 1 percentage point higher with all other variables held constant, profit before tax for the year would have been approximately SEK 6m (7) lower. If the interest rate had been 1 percentage point lower with all other variables held constant, profit before tax for the year would have been approximately SEK 6m (4) higher.</p>
Credit risks	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Credit risk refers to the risk that a counterparty to Cloetta will be unable to meet its obligations and thereby cause a loss.</p> <p>Financial transactions also give rise to credit risks in relation to financial and commercial counterparties.</p>	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Credit risk in trade receivables is relatively limited considering that the Group's customer base is diverse and consists mainly of large customers, and because distribution takes place primarily through the major grocery retail chains. Customers are subject to credit assessments in accordance with the credit policy, and receivables balances are monitored continuously. Following the default of Wilko in the UK Cloetta has updated its payment terms and credit limits policy.</p> <p>The Group's counterparties in financial transactions are banks and credit institutions with good credit ratings (between AA– and A-1).</p>
Valuation risks	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>The Group has a number of assets and liabilities that have been valued with the input from or the help of various experts. These include goodwill and trademarks on the asset side and the pension liability and tax liabilities on the liability side. The valuation risk refers to the risk that these assets and liabilities have a lower value than recognised in the balance sheet and have to be impaired.</p>	<div><div></div><div></div><div></div><div></div><div></div><div></div></div> <p>Assets and liabilities are tested for impairment annually or when there is an indication that such testing may be necessary. Read more in Note 12, Intangible assets on pages 93–94 and Note 30, Critical accounting estimates and judgements on pages 112–113.</p>

Letter from the Chairman

As Chairman of the Board, I am very proud of Cloetta's solid results this year, where we delivered all-time high net sales and profitability, coupled with continued sustainability achievements, a topic that remains highly prioritised. I am also very pleased that the healthy cash flow and strong balance sheet support a dividend proposal in line with previous year.



Corporate governance creates systematic order

The Board's foremost responsibility to Cloetta's shareholders is to ensure that the company is managed as effectively as possible, and that Cloetta complies with the laws and regulations required by the stock exchange and other regulatory authorities. Corporate governance is aimed at creating systematic order for the Board and the Group Management Team. Such international norms as the UN Global Compact's ten principles also provide guidance for us, reflected in our policies, guidelines and how we build relationships with our stakeholders. A well-defined structure, encompassing clear rules and processes, is instrumental in directing the focus of management and employees towards business development. The Corporate Governance Statement on pages 60–73 contains more information about Cloetta's governance and management structure, the interplay between the company's formal governance bodies, internal steering documents and processes, and relevant control functions and reporting. This framework ensure that we have a robust corporate governance and a strong company culture.

The work of the Board

The mark of the Board's work this past year was the collaborative atmosphere with the Board members bringing a wide variety of valuable perspectives and experiences. We were pleased to welcome Pauline Lindwall as a new member of the Board. Her extensive experience and knowledge from the industry have already enriched our collective work. Since the 2023 AGM we held a total of nine scheduled meetings.

During the year, the Board worked closely with the CEO and the Group Management Team to navigate through yet another year of extraordinary macroeconomic challenges by

carefully monitoring the market whilst sticking to our long-term strategy. I am very proud that we successfully offset significant cost inflation through a combination of strong pricing execution and cost savings – while also retaining stable volumes. Our enhanced marketing initiatives aimed at strengthening and premiumising our brands—focusing on clarity, innovation, and increased support—are yielding tangible and positive results.

Last year our climate target was approved by the Science Based Target initiative and during the year we have together with our suppliers identified where the emission savings will come from as per 2030.

In 2022, Cloetta made the decision to invest in a new greenfield facility in the Netherlands and consequently close three existing confectionery factories in Belgium and the Netherlands. Through this investment in a state-of-the-art production platform, we are convinced that Cloetta will achieve a more efficient manufacturing structure with a flexibility to tackle higher labour and energy costs, as well as significant cost savings and further production capacity. At the same time this enables us to continue on our sustainability path and secure and improve on the delivery on Cloetta's long-term profitability target. During the year we have made further progress and finalised the preparatory phase. We have also announced another important step in line with our sustainability agenda with the decision to operate the new factory fully electric.

In 2023, Cloetta once again delivered very strong cash flow, resulting in a net debt/EBITDA of 1.7x as we closed the year, well below our long-term target of 2.5x. Based on the healthy cash flow and strong balance sheet, the Board proposes a dividend of SEK 1.00 (1.00).

Focus on long-term growth strategy

I also reflect upon a year that marks the culmination of my journey with Cloetta, as I have chosen to resign from my current position as Chairman of the Board. My association with Cloetta began in 2015 when I joined as board member and chairman of the audit committee, continuing until 2019. In 2020, I joined again, this time assuming the role of Chairman of the Board. While this period has been enjoyable, it has also presented us with exceptional macro-economic challenges, affecting not only us but many others in the industry. Nevertheless, I take pride in our collective ability to navigate through these challenges, positioning the company to emerge stronger than ever. As we conclude the year, Cloetta stands tall with an all-time-high adjusted operating profit and net sales.

I would like to take this opportunity to thank my colleagues on the Board of Directors for their solid cooperation, constructive contributions and commitment in their work. Additionally, my heartfelt thanks to all our dedicated employees and the Group Management Team for their fantastic efforts during these years. Your collective dedication has been instrumental in our performance.

Cloetta, as a robust Group, has consistently delivered a solid performance. The organisation boasts strong leadership, a well-established executive team, and a clearly defined commercial strategy focused on brands and sales-driving activities. These elements contribute to strengthening our market position and enhancing our overall offering. My successor will have the opportunity to continue driving the company's long-term growth strategy, continue on the sustainability path and secure and improve on the delivery on Cloetta's long-term profitability target.

Stockholm, March 2024

Mikael Norman
Chairman of the Board

Corporate Governance Report

The purpose of corporate governance is to ensure that the company is managed as effectively as possible in the interests of its shareholders, and that Cloetta complies with all applicable rules. Corporate governance is also aimed at creating order and establishing systems for both the Board and the Group Management Team. Well-defined structures, clear rules and processes allow the Board to ensure that the Group Management Team and employees focus on developing the business and thereby creating shareholder value.

Cloetta AB (publ) is a Swedish public limited company, with corporate identification number 556308-8144. The company's class B shares are traded on the Nasdaq Stockholm, Mid Cap. The company is domiciled in Ljungsbro, Linköping, and its head office is located in Sundbyberg, Stockholm.

Framework for corporate governance
The governance of Cloetta is based on the Swedish Companies Act, Nasdaq Nordic Main Market Rulebook for Issuers of Shares (the "Rulebook for Issuers"), and the Swedish Corporate Governance Code (the "Code"), as well as other relevant Swedish and foreign laws and regulation. Governance is further established through internal steering instruments such as the Articles of Association, instructions, policies and guidelines. The Code is available on the website of the Swedish Corporate Governance Board, which administrates the Code, www.corporategovernanceboard.se. The website also includes a description of the Swedish model for corporate governance. During the year, Cloetta complied with Rulebook for Issuers and good stock market practice and Cloetta has complied with the Code, without deviations.

1 Shares, shareholders and voting rights

The class B shares of Cloetta AB (publ) have been listed on Nasdaq Stockholm since 16 February 2009 and have been traded on the Mid Cap list since 2 July 2012. Cloetta was originally introduced on the stock exchange in 1994 and has been listed in a number of different owner constellations since then. On 31 December 2023, the number of shares was 288,619,299 of which 282,884,050 were class B shares and

5,735,249 were class A shares. Each class B share corresponds to one vote and each class A share corresponds to ten votes, although all shares carry equal entitlement to the company's assets and profits. On 31 December 2023, Cloetta held 3,277,265 class B shares in treasury. The number of shareholders on 31 December 2023 was 43,164 compared to 40,032 on 31 December 2022. On 31 December 2023, AB Malfors Promotor was Cloetta's largest shareholder, with a holding corresponding to 41.9 per cent of the votes and 31.5 per cent of the share capital in the company. On the same date, there were no other shareholders representing a minimum of 10 per cent of the voting rights. For more information about Cloetta's shares and shareholders, see section "Share and shareholders" on pages 41–45.

2 General meeting of shareholders

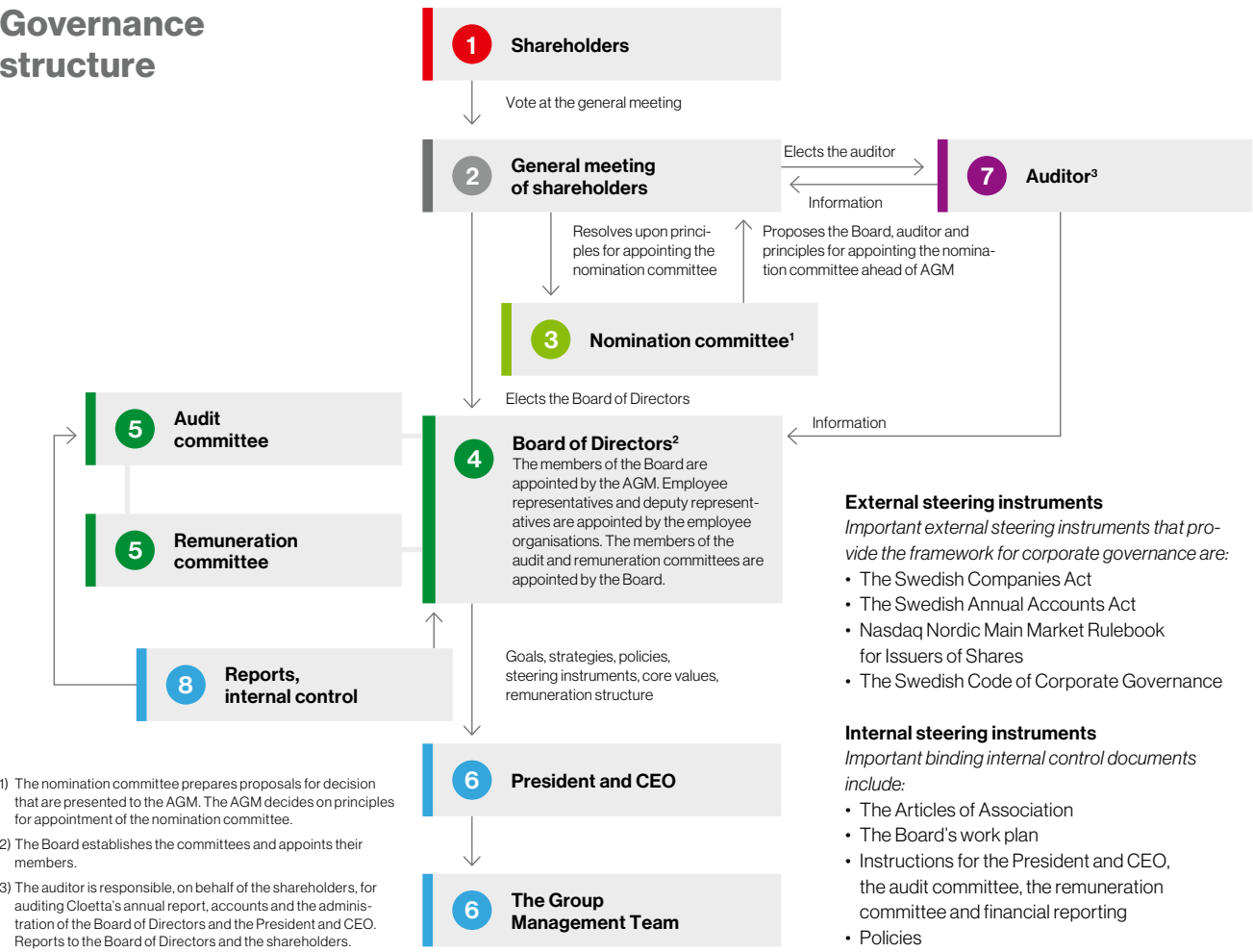
The general meeting of shareholders is Cloetta's highest decision-making body. At the general meeting, all shareholders have the opportunity to influence the company by exercising the votes attached to their respective shareholdings. The powers and duties of the general meeting are set out in the Articles of Association and the Swedish Companies Act, amongst others. Cloetta's financial year is 1 January to 31 December. The annual general meeting ("AGM") must be held within a period of six months after the end of the financial year. The date and location of the AGM must be communicated on the company's website no later than in conjunction with the publication of the third quarter report. Notice of the AGM must be given no earlier than six weeks and no later than four weeks prior to the AGM through publication in "Post- och Inrikes Tidningar"

(the Swedish Official Gazette) and on the company's website. At the same time, confirmation that notification has been given must be published in Dagens Industri. Every shareholder has the right to request that a matter shall be taken up at the AGM and in such case, must submit a written request to the Board. In order to be addressed at the AGM, the request must be submitted to the Board no later than seven weeks prior to the AGM. In accordance with Chapter 7, paragraph 32, of the Swedish Companies Act, at a general meeting of shareholders, all shareholders have the right to pose questions to the company about the matters that are addressed at the meeting and the financial situation of the company and the Group.

2023 Annual General Meeting
The most recent AGM was held on 4 April 2023 in Stockholm. The AGM was attended by 136 individuals representing 62 per cent of the votes in the company. The Board members, the Group's CEO and president as well as the CFO, the company's independent auditors and the chairman of the nomination committee were also present at the AGM. The AGM approved the proposals of the Board and the nomination committee regarding:

- Adoption of the balance sheet and the profit and loss account;
- Appropriation of the earnings of the company through a dividend of SEK 1.00 per share, corresponding to SEK 285,405,738;
- Approval of the remuneration report;
- Discharge of liability for the board members and the President and CEO;
- The number of Board members elected by the AGM to be seven;
- Re-election of sitting Board members Mikael Norman, Mikael Svenfelt, Camilla

Governance structure



Svenfelt, Alan McLean Raleigh, Patrick Bergander and Malin Jennerholm. Pauline Lindwall was elected as a new board member. The AGM re-elected Mikael Norman as the Chairman of the Board. Aside from the members elected by the AGM, the employee organisation LIVS appointed an employee representative and LIVS also appointed a deputy representative to the Board;

- Setting the Board fees at SEK 750,000 for the Board Chairman and SEK 325,000 for each of the other Board members elected by the AGM. Fees for work on the Board committees shall be paid in the amount of SEK 100,000 for each member of the audit committee, SEK 150,000 for the Chairman of the audit committee, SEK 100,000 for each member of the remuneration committee and SEK 150,000 for the Chairman of the remuneration committee;
- Fees for the auditor are to be paid according to approved account;
- Re-appointing the registered public accounting firm Öhrlings PricewaterhouseCoopers AB ("PwC") as the auditor for the period until the next AGM. Sofia Götmar-Blomstedt will continue as the

Lead Audit Partner;

- Guidelines for remuneration to executive management;
- Rules for the nomination committee;
- The implementation of a share-based long-term incentive plan;
- Authorisation for the Board of Directors to resolve upon repurchase of own B-shares as part of long-term incentive plan.

The complete minutes from the AGM can be reviewed at www.cloetta.com.

2024 Annual General Meeting
The 2024 AGM will be held on Tuesday, 9 April 2024, at 15:00 at Bonnier Fastigheter Konferens, Torsgatan 21, Stockholm. The Notice of the Annual General Meeting was published in March 2024 and contained the Board's proposals. For more information, please refer to the section "Annual General Meeting" on page 152 and www.cloetta.com.

3 Nomination committee

Work of the nomination committee
The principal task of the nomination committee is to prepare recommendations

to be put before the AGM for decisions regarding election of Board members and the Chairman of the Board, fees for the Board of Directors, potential remuneration for committee work, election of auditors, and remuneration for the auditor. In addition, it shall propose election of a chairman of the AGM and rules for the nomination committee if there is a reason for a change. The Chairman of the Board presents an annual evaluation of the Board's performance during the year to the nomination committee, which provides a basis for the nomination committee's work together with the provisions of the Code and Cloetta's own company-specific requirements. The nomination committee's recommendations for election of Board members, board fees and auditors are presented in the notification of the AGM and on www.cloetta.com.

Composition of the nomination committee
In accordance with the decision of the AGM, Cloetta's nomination committee shall consist of at least four, and at most six members. Of these, one shall be a representative of the Board and three shall be members appointed

by the three largest shareholders in terms of voting power per 31 July each year. The members appointed may themselves appoint one additional member.

Independence of the nomination committee

The majority of the nomination committee's members shall be independent in relation to the company and its Group Management Team, and at least one of these shall also be independent in relation to the company's largest shareholder in terms of voting power. Of the appointed members, all four are independent in relation to the company and its Group Management Team and three are independent in relation to the company's largest shareholder in terms of voting power.

Shareholder proposals

All shareholders have the right to propose candidates for election to the Board by contacting the nomination committee. Proposals shall be sent to the Chairman of the nomination committee by e-mail to nominationcommittee@cloetta.com.

Meetings of the nomination committee

The nomination committee held five meetings ahead of the 2024 AGM. No fees have been paid for work on the nomination committee.

4 Board of Directors

The work of the Board

One of the key tasks of the Board is to serve the interests of the company and the shareholders by managing the company's operations in such a manner as to assure the shareholders that their interests in terms of a long-term profitable growth and value creation are being met in the best possible

Nomination committee ahead of the 2024 AGM

Members	Appointed by	Independent¹	Share of votes at 31 Dec 2023, %
Lars Schedin, Chairman	AB Malfors Promotor	Yes/No	41.9
Johan Törnqvist	Ulla Håkanson	Yes/Yes	1.5
Victoria Lidén	Storebrand Fonder AB	Yes/Yes	0.5
Mikael Norman	The Board of Cloetta AB	Yes/Yes	0.0

1) Independent from the company and its Group Management Team/from the company's largest shareholder in terms of voting power.

manner. The Board shall also appoint the President and CEO and ensure that the company complies with all applicable laws, the Articles of Association and the Code. The Board is also responsible for making sure that the Group is suitably structured so that the Board can optimally exercise its governance responsibility over the subsidiaries and that the company's financial accounting, financial management and financial circumstances in general can be controlled satisfactorily. At least once a year the Board shall meet with the company's auditor without the presence of the Group Management Team and shall continuously and at least once a year evaluate the performance of the President and CEO. The Board of Directors shall also prepare necessary proposals before the AGM.

Composition of the Board

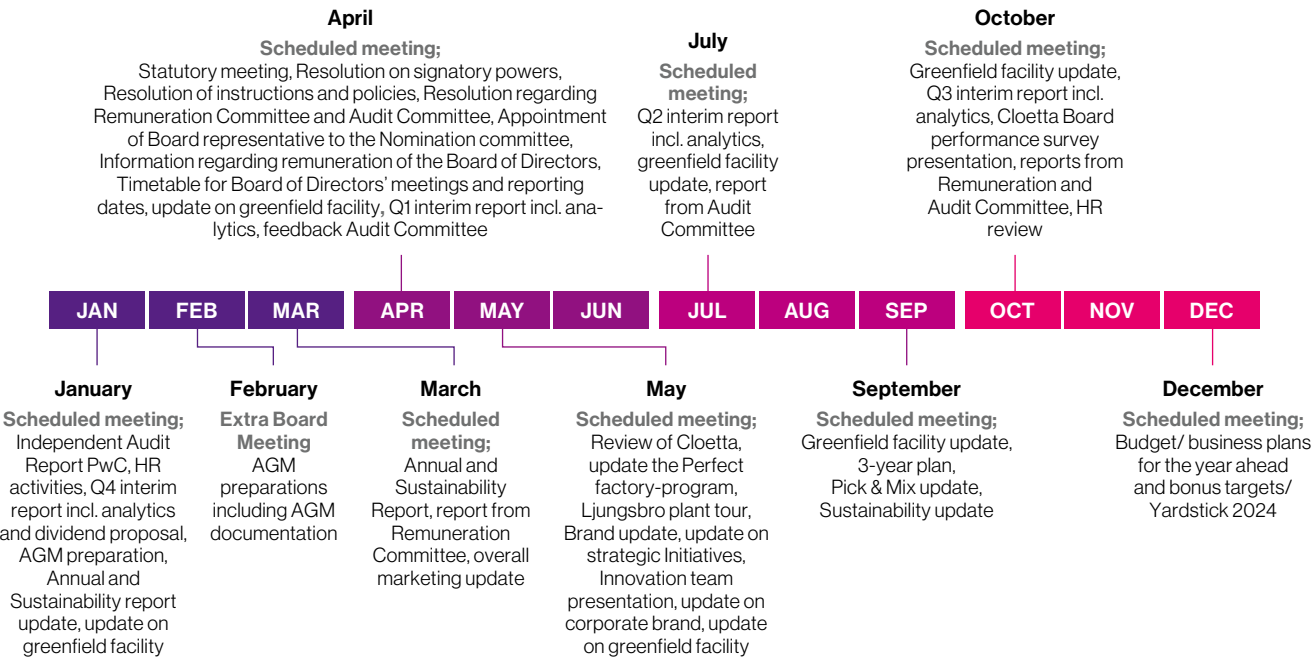
According to the Articles of Association, Cloetta's Board of Directors shall consist of at least three, and at most ten members that are elected annually at the AGM for a period until the next AGM has been held. On 4 April 2023, the AGM resolved that the Board shall have seven members appointed by the AGM. The AGM elected the following Board members to serve for the period until the end of the next AGM, to be held on 9 April 2024: Mikael Norman (Chairman), Mikael Svenfelt, Camilla Svenfelt, Alan McLean Raleigh, Patrick Bergander, Malin

Jennerholm and Pauline Lindwall. In addition, the employee organisation LIVS appointed one employee representative to the Board, Lena Gröndedal, and one deputy representative, Shahram Nikpour Badr (Shahram Nikpour Badr resigned his position in October). All except one of the Board members have attended Nasdaq's stock market training course for boards and management. The average age of the Board members elected by the AGM was 56 years at year-end and three of the seven are women. For information about the Board members' assignments outside the Group and holdings of shares in Cloetta, see pages 70–71 and cloetta.com.

Diversity policy

The nomination committee applies rule 4.1 of the Code as its diversity policy to propose election of directors to the Board. According to this rule, the board composition of the elected directors must be set with regard to appropriateness to the company's operations and phase of development, and must collectively exhibit diversity and breadth of competence, experience and background. An equal balance between the genders should be aimed for. The objective of the diversity policy is to underline the importance of appropriate diversity within the Board with regard to gender, age, nationality and experience, professional background and

Board meetings in 2023



business expertise. The Nomination Committee endeavours to achieve diversity and gender balance on the Board. This is evaluated each year along with a continuous process to identify future board candidates with relevant backgrounds and experience. The proposed composition of the board more than satisfies the requirements for expertise and experience, in view of the company's operations and future development. The proposed composition also met the applicable requirements including board independence, sufficient experience with listed companies and expertise in accounting and auditing.

Independence of the Board

In accordance with the Code, the majority of the Board members elected by the AGM shall be independent in relation to the company and its Group Management Team and at least two of these shall also be independent in relation to the company's major shareholders. Of the Board's seven members, all are independent in relation to the company and its Group Management Team and five are independent in relation to the company's major shareholders.

The Board's instructions and policies

On a yearly basis, the Board reviews and adopts a work plan for its own activities and those of the Board's audit and remuneration committees. The Board also adopts instructions for the President and CEO and instructions for financial reporting. Among other things, these regulate the segregation of duties between the Board of Directors, the

Instructions and policies

The Board reviews and adopts the following instructions and policies on a yearly basis:

- Work plan for the Board
- Instructions for the President and CEO
- Instructions for financial reporting
- Work plan and instructions for the Audit committee
- Work plan and instructions for the Remuneration committee
- Code of Conduct
- Communication policy
- Finance policy
- HR policy
- Insider policy
- Insurance policy
- Internal control framework policy
- IT security policy
- Mergers and acquisitions policy
- Fraud policy
- Whistleblowing policy
- Anti-bribery and anti-corruption policy
- Trade controls policy
- Approval and Authorisation framework
- Policy framework
- FX risk policy
- Customer contract policy

Chairman of the Board, the President and CEO and the auditor, quorum, conflict of interest, the work of the committees, internal and external reporting, routines for notification of general meetings, Board meetings and minutes. In addition, the Board has issued and adopted a Code of Conduct that applies throughout the group for all relationships with employees, customers, consumers, suppliers, competitors, official authorities and non-governmental organisations (NGO) and other important policies.

Evaluation of Board performance

The performance of the Board is evaluated annually in order to continuously improve

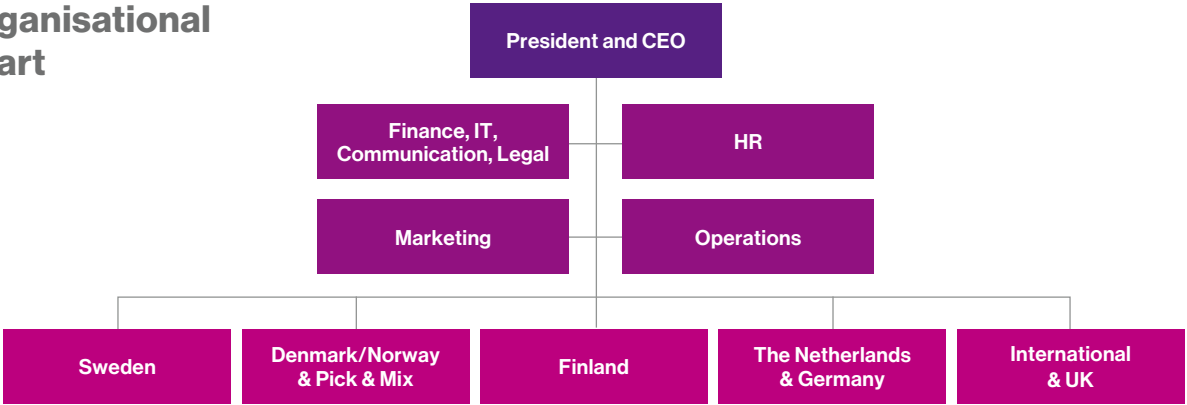
the Board's working methods and efficiency. The Chairman of the Board is responsible for carrying out the evaluation and presenting the results to the nomination committee. The intention of the evaluation is to gather the Board members' views on the Board's performance, measures that can be taken to improve the efficiency of board work, and whether the Board has a well-balanced mix of competencies. The evaluation provides valuable input for the nomination committee ahead of the AGM.

In October 2023, Cloetta had a digital board performance survey using the company Board portal. The results of the survey have been reported to and discussed

1) The fees refer to set amounts during the period from the AGM on 4 April 2023 until the AGM on 9 April 2024. Board fees shall be paid in amount of SEK 750,000 (730,000) to the Board Chairman and SEK 325,000 (unchanged) to each other board member elected by the AGM. Fees for work on the Board committees will be paid in the amount of SEK 100,000 for each member of the audit committee (unchanged), SEK 150,000 for the Chairman of the audit committee (unchanged), SEK 100,000 for each member of the remuneration committee (unchanged) and SEK 150,000 for the Chairman of the remuneration committee (unchanged); For further details, see Note 7 on page 91.

2) Attendance refers to meetings during the period from the statutory meeting following the AGM on 4 April 2023 until the publication of this Annual and Sustainability Report on 11 March 2024.

Organisational chart



by both the Board and the nomination committee.

Board meetings
Since the 2023 AGM, the Board held nine scheduled meetings. The President and CEO and the CFO, who also acts as the Board Secretary, take part in the Board’s meetings. Other members of the Group Management Team participate as needed to report on special items of business.

5 Board committees

Audit committee
In 2023, the audit committee consisted of members Patrick Bergander (Chairman), Camilla Svenfelt and Malin Jennerholm. The majority of the committee’s members shall be independent in relation to the company and its Group Management Team, and at least one of these shall also be independent in relation to the company’s major shareholders. At least one member shall be independent and have accounting or auditing expertise. Of the audit committee’s three members, all are independent in relation to the company and its Group Management Team, and two are independent in relation to the company’s major shareholders. The work of the audit committee is regulated by instructions that have been adopted by the Board as part of its work plan. The audit committee is responsible for ensuring the quality of the financial reporting and the effectiveness of the company’s internal control and risk management regarding financial reporting as well as overseeing the sustainability reporting process. In brief, the audit committee, without affecting the other tasks and responsibilities of the Board, shall meet regularly with the company’s auditors to remain informed about the focus and scope of the audit of the financial reporting and the limited assurance of the sustainability reporting. The company’s auditor shall be invited to participate in the meetings of the audit committee. The audit

committee shall meet at least four times every financial year. At least once a year, the committee shall meet without the presence of any member of the Group Management Team. All audit committee meetings must be documented. The audit committee shall inform the Board about the matters dealt with by the committee. The committee held four meetings in the period between the AGM in 2023 and the publication of this Annual and Sustainability Report.

Remuneration committee
The remuneration committee shall have no more than four members who are appointed by the Board on a yearly basis. One of the members shall be the chairman of the committee. The Board’s remuneration committee consists of members Mikael Svenfelt (Chairman), Alan McLean Raleigh and Mikael Norman. The majority of the committee’s members shall be independent in relation to the company and its Group Management Team. Of the remuneration committee’s members, all three are independent in relation to the company and its Group Management Team. The work of the remuneration committee is regulated by special instructions that have been adopted by the Board as part of its work plan. The main tasks of the remuneration committee are to prepare recommendations to the Board for decisions on remuneration principles, remuneration and other terms of employment for the Group Management Team, to monitor and evaluate programmes for variable remuneration completed during the year and ongoing programmes for the Group Management Team as adopted by the AGM and to monitor the current remuneration structures and levels in the Group. The remuneration committee shall meet at least twice every financial year. Since the AGM in 2023 until the publication of this Annual and Sustainability Report the committee held four meetings.

Chairman of the Board
The Chairman of the Board is elected by the Annual General Meeting and on 4 April 2023 the AGM re-elected Mikael Norman as the Chairman of the Board. The Chairman shall supervise the work of the Board and ensure that the Board discharges its duties and has special responsibility for ensuring that the work of the Board is well organised and effectively executed and for monitoring the Group’s development. The Chairman oversees the effective implementation of the Board’s decisions and is responsible for ensuring that the work of the Board is evaluated yearly, and that the nomination committee is informed about the results of this evaluation.

6 President and Group Management Team

The President and CEO is appointed by the Board. The President and CEO supervises operations according to the instructions adopted by the Board, and is responsible for the day-to-day management of the company and the Group, in accordance with the Swedish Companies Act and other applicable rules. In addition, the President and CEO, together with the Chairman, decides which matters are to be dealt with at Board meetings. The Board regularly evaluates the President and CEO’s duties and performance. The President and CEO is responsible for ensuring that the Board members are supplied with the necessary information to make decisions and presents reports and proposals at Board meetings regarding issues dealt with by the Group Management Team. The President and CEO regularly informs the Board and Chairman about the financial position and development of the company and the Group.

Henri de Sauvage-Nolting has been President and CEO of Cloetta since 15 February 2017. In addition to the President and CEO, per 31 December 2023 the Group Management Team consisted of the five regional

presidents (one also being the Chief Pick & Mix Officer), the President of Operations, the CFO, the CMO, the Senior Vice President Human Resources and the Chief Human Resources Officer. Effective as of 1 October 2023, the regional president for region Middle (Netherlands and Germany), Ewald Frenay, was appointed as the Chief Human Resources Officer replacing Regina Ekström, who retired on 31 December 2023, and the sales director for the Netherlands, André Ruikes, assumed the regional presidency for region Middle. Cloetta announced on 25 January 2024 that Henri de Sauvage-Nolting will resign from his position on 1 September 2024. For information about the President and CEO and other members of the Group Management Team, see pages 72–73. The Group Management Team holds regular management meetings and held twelve meetings in 2023. The meetings are focused on the Group’s strategic and operational development and financial performance.

7 Auditor

The auditor is elected by the AGM to examine the company’s annual accounts and accounting records and the administration of the Board of Directors and the President and CEO. The auditor’s reporting to the shareholders takes place at the AGM through the presentation of the auditor’s report. At the AGM on 4 April 2023, the registered public accounting firm PwC was re-appointed as the auditor for the company for the period until the next AGM. The authorised public accountant Sofia Götmär-Blomstedt was elected to continue as the Lead Audit Partner.

8 Financial and sustainability reporting and sustainability governance

Financial and sustainability reporting
The Board of Directors is responsible for ensuring that the company’s organisation is structured in such a way that the company’s financial circumstances can be controlled satisfactorily and that external financial and sustainability information, such as interim, annual and sustainability reports to the market, are prepared in accordance with the legal requirements, applicable accounting standards and other requirements applicable to listed companies.
The tasks of the Board are to oversee the Group’s financial development, assure the quality of the financial and sustainability reporting and internal control and regularly monitor and evaluate operations. The task of the audit committee is to

support the Board in assuring the quality of the company’s financial and sustainability reporting. The audit committee also oversees the financial and sustainability reports and significant accounting matters, as well as matters related to internal control, compliance, material uncertainty in reported values, events after the balance sheet date, changes in estimates and judgements and other circumstances affecting the quality of the financial and sustainability reports.

The President and CEO ensures that the financial accounting in the Group companies is carried out in compliance with legal requirements and that financial management is conducted in a satisfactory manner. Cloetta’s President and CEO and the CFO are members of the boards of all operating subsidiaries. Every month, the Group prepares a closing of the books that is submitted to the Board and the Group Management Team. For each financial year, a profit & loss statement, cash flow statement and investment budget are prepared and are adopted at the scheduled Board meeting in December. External financial information is regularly provided in the form of:

- Interim reports;
- The Annual and Sustainability Report;
- Press releases about important news that is deemed to have a potential impact on the share price;
- Presentations for financial analysts, investors and the media on the date of publication of the year-end and interim reports;
- Meetings with financial analysts and investors;
- External information on the Group’s sustainability work is reported in the sustainability report forming part of the Annual and Sustainability Report.

Sustainability governance
The overall strategies for Cloetta’s sustainability work have been adopted by the Group Management Team and the ultimate responsibility for sustainability matters lies with Cloetta’s President and CEO. Cloetta’s sustainability work is led by the Global Marketing Director for Sustainability and the Sustainability (Reporting) Managers. The Sustainability Manager is the spokesperson for environmental and social issues and is responsible for identifying prioritised areas. The Sustainability Reporting Manager is the spokesperson for reporting and governance issues. Both act as the stakeholders’ link to the management team and support the implementation of Cloetta’s sustainability agenda.
The Group Head of Health & Safety,

Environment (HSE) leads the work on health, safety, and environment. All factories have dedicated HSE managers and in the rest of the organisation, local managers are responsible.

Additional information
The following information can be found at www.cloetta.com: Articles of Association, Cloetta’s Code of Conduct, information from previous AGMs and corporate governance reports from previous years.

Press releases 2023

January

- Invitation to conference call with web presentation of Cloetta AB’s year-end report 2022
- Cloetta AB interim report Q4: October – December 2022

February

- The Nomination Committee proposes Pauline Lindwall as new director of the Board of Directors of Cloetta AB
- Notice of the Annual General Meeting of Cloetta AB (publ)

March

- Cloetta’s Annual Report 2022 available on the website

April

- Annual General Meeting of Cloetta AB (publ) on 4 April 2023
- Invitation to conference call with web presentation of Cloetta AB’s interim report Q1 2023
- Cloetta AB interim report Q1: January – March 2023

June

- Invitation to conference call with web presentation of Cloetta AB’s interim report Q2 2023

July

- Cloetta AB (publ) to repurchase own B-shares as part of long-term incentive plan
- Cloetta AB interim report Q2: April – June 2023

August

- Nomination committee appointed ahead of 2024 Annual General Meeting of Cloetta AB (publ)

October

- Cloetta’s chairman Mikael Norman declines re-election
- Invitation to conference call with web presentation of Cloetta AB’s interim report Q3 2023
- Cloetta AB interim report Q3: July – September 2023

Remuneration of the Group Management Team

Guidelines for remuneration of Group Management Team

The current guidelines for remuneration of the Group Management Team were adopted by the AGM on 4 April 2023. The total remuneration shall be market-based and competitive and shall be proportionate to the individual's responsibilities and powers. In addition to base salary, remuneration of the President and CEO, other members of the Group Management Team and other executives reporting directly to the President and CEO can include: short-term variable compensation, share-based long-term variable compensation, pension benefits, termination benefits and other benefits.

Short-term variable compensation
Short-term variable compensation is linked to specific business targets and is derived from the annual business plan approved by the Board of Directors. The short-term variable compensation is delivered through a cash-based bonus programme. Short-term variable compensation is based on personal targets linked directly or indirectly to the achievement of the financial targets set by Cloetta's Board of Directors.

Share-based long-term variable compensation
Share-based long-term variable compensation consists of the share-based long-term incentive plans, which are resolved on yearly by the AGM. It is aimed at increasing value for the Group's shareholders by promoting and upholding the senior management's commitment to the Group's development, and thereby aligning the interests of the Group Management Team and other key employees with those of the shareholders to ensure maximum long-term value creation. The targets for share-based long-term variable compensation are the compound annual growth rate, the adjusted operating profit margin and the EBIT level.

Pension benefits
Pension benefits vary depending on the agreements and practices in the country where the individual is employed. Defined

contribution plans are strived for, which means that pension benefits most often consist of defined contribution plans for which annual premiums are paid as a percentage of pension-qualifying salary up to the age of retirement. Variable salary and benefits are not pension qualifying unless provided by law or collective agreement. The retirement age is not less than 60 years and not more than 67 years.

The Board has the right to deviate from these principles in individual cases where there is special reason to do so.

Termination benefits
Upon termination of employment on the part of the company, the notice period shall be no longer than 12 months. Any termination benefits may not exceed one fixed annual salary. Due to employment contracts entered into by Leaf prior to Cloetta's acquisition of the company, there are contracts with members of the Group Management Team granting termination benefits exceeding 12 monthly base salaries.

Other benefits
Other benefits consist mainly of sign-on fees, severance pay and company car benefits.

President and CEO
The retirement age is 65 years. The pension terms consist of a defined contribution plan for which annual premiums are paid up to the age of retirement in an amount corresponding to 30 per cent of pension-qualifying salary, consisting of base salary. Variable compensation and other benefits are not pension-qualifying.

The President and CEO has a notice period of six months. Upon termination on the part of the company, the notice period is 12 months.

Remuneration in 2023
In 2023, the total remuneration of the Group Management Team including the President and CEO amounted to SEK 80,031 thousand (66,320) including pension benefits, and SEK 71,533 thousand (58,695) excluding pension benefits.

Share-based long-term incentive plan for senior executives
On 4 April 2023, the Annual General Meeting approved the Board's proposal for a share-based long-term incentive plan. The plan aligns the interests of the shareholders with those of the Group Management Team and other key employees in order to ensure maximum long-term value creation.

A personal shareholding in Cloetta is required for all participants. See page 45 and Notes 23 and 28 for more information about share-based payment.

The Board of Directors' report on the remuneration committee's evaluation of remuneration of the Group Management Team
The Board of Directors has established a remuneration committee consisting of three members who prepare recommendations for decision by the Board regarding remuneration principles, remuneration levels and other terms of employment for the Group Management Team. The recommendations have included the proportional distribution between base salary and variable compensation and the size of any salary increases. Furthermore, the remuneration committee has discussed pension terms and termination benefits.

The remuneration committee is also entrusted with the task of monitoring and evaluating programmes for variable remuneration of the Group Management Team, application of the guidelines for remuneration adopted by the AGM and the current remuneration structures and remuneration levels in the company. Pursuant to paragraph 9.1, points 2 and 3 of the Swedish Code of Corporate Governance, the Board hereby presents the following report on the results of the remuneration committee's evaluation:

The variable compensation that is payable according to the guidelines is linked to both the individual's responsibility for results and the Group's profitability targets, which contributes to value growth for the company's shareholders.

Market surveys are conducted regularly with respect to salary statistics, remuneration structures and levels for variable remuneration.

Remuneration – the Group Management Team

Costs incurred in 2023 SEK Thousand	Base salary	Short-term variable compensation incurred in the year, expected to be paid out in the next year	Share-based long-term variable compensation	Other benefits	Subtotal	Pension costs	Total
Henri de Sauvage-Nolting, President and CEO	6,000	6,000	2,912	87	14,999	1,800	16,799
Other Group Management Team¹	26,357	17,590	11,224	1,363	56,534	6,698	63,232
Total	32,357	23,590	14,136	1,450	71,533	8,498	80,031
<i>of which, Parent Company</i>	<i>14,347</i>	<i>12,298</i>	<i>7,129</i>	<i>422</i>	<i>34,196</i>	<i>4,304</i>	<i>38,500</i>
Amount paid in 2023							
Henri de Sauvage-Nolting, President and CEO	6,000	4,959	-	87	11,046	1,800	12,846
Other Group Management Team¹	26,537	14,874	-	1,363	42,594	6,698	49,292
Total	32,357	19,833	-	1,450	53,640	8,498	62,138
<i>of which, Parent Company</i>	<i>14,347</i>	<i>10,205</i>	<i>-</i>	<i>422</i>	<i>24,974</i>	<i>4,304</i>	<i>29,278</i>

Costs incurred in 2022 SEK Thousand	Base salary	Short-term variable compensation incurred in the year, expected to be paid out in the next year	Share-based long-term variable compensation	Other benefits	Subtotal	Pension costs	Total
Henri de Sauvage-Nolting, President and CEO	5,450	4,959	1,819	82	12,310	1,635	13,945
Other Group Management Team¹	23,422	14,166	7,594	1,203	46,385	5,990	52,375
Total	28,872	19,125	9,413	1,285	58,695	7,625	66,320
<i>of which, Parent Company</i>	<i>13,264</i>	<i>10,205</i>	<i>4,385</i>	<i>412</i>	<i>28,266</i>	<i>3,979</i>	<i>32,245</i>
Amount paid in 2022							
Henri de Sauvage-Nolting, President and CEO	5,450	5,200	-	82	10,732	1,635	12,367
Other Group Management Team¹	23,430	15,471	-	1,203	40,104	5,990	46,094
Total	28,880	20,671	-	1,285	50,836	7,625	58,461
<i>of which, Parent Company</i>	<i>13,247</i>	<i>10,495</i>	<i>-</i>	<i>412</i>	<i>24,154</i>	<i>3,979</i>	<i>28,133</i>

¹) Until 30 September 2023, Other Group Management Team comprised nine persons. For the period 1 October 2023 until 31 December 2023, Other Group Management Team comprised ten persons.

neration. In the opinion of the remuneration committee, Cloetta's remuneration structures and remuneration levels have allowed Cloetta to recruit and retain the right personnel to the Group Management Team.

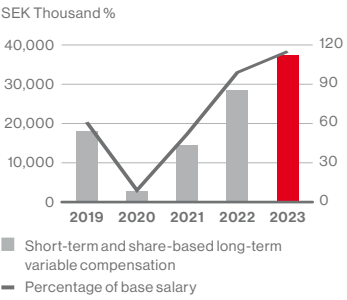
Remuneration of the President and CEO and other members of the Group Management Team for the financial year 2023 has been determined by the Board. Remuneration of other senior executives has been approved by the President and CEO. Since the 2023 AGM, the remuneration committee has met on four occasions. The current guidelines for remuneration to the Group Management Team was adopted at the AGM on 4 April 2023.

In accordance with the remuneration guidelines, the Board may temporarily deviate from the remuneration guidelines, in whole or in part, if in a specific case there is special cause for the deviation and a deviation is necessary to serve the company's long-term interests.

For more information about remuneration of the President and CEO, see the company's Remuneration Report published on the website.

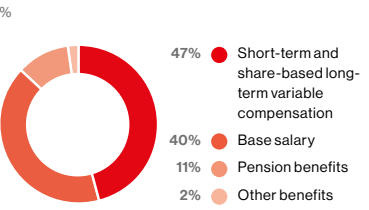
Short-term variable compensation as a percentage of base salary		
	Target level	Maximum level
President and CEO	50 %	100 %
Other Group Management Team, average	32 %	64 %

Total variable remuneration (costs incurred) of the Group Management Team incl. the President and CEO



Any variable salary shall be linked, directly or indirectly, to the achievement of Cloetta's long-term financial targets, without it being necessary that the profit for the year, or that the other financial targets, exceed the

Remuneration of the Group Management Team incl. the President and CEO



previous year's results, even if the starting point when deciding on payment of variable salary shall be that the adjusted profit for the year exceeds the previous year's adjusted profit.

Internal control over financial reporting

The Board has overall responsibility for the financial and sustainability reporting and the company’s systems pertaining to internal control. The responsibility is regulated by the Swedish Companies Act, which also states that the Audit Committee has a specific responsibility for monitoring quality assurance in risk management and internal control over the financial reporting.

Cloetta’s internal control over financial reporting is based on the framework published by the Committee of Sponsoring Organisations of the Treadway Commission (COSO framework). The COSO framework objectives are divided into three distinct disciplines: operations, reporting, and compliance and consists of five individual areas: control environment, risk assessment, control activities, information and communication, and monitoring.

Control environment

The control environment comprises the organisational structure and the values, policies, instructions and similar, according to which the organisation works. It forms the basis of good internal control and involves creating the necessary conditions for an organisational structure with clear roles and responsibilities, leading to effective management of the risks in the operation.

The Board of Directors is responsible for establishing fundamental rules and guidelines for internal control. The audit committee assists the Board of Directors with its oversight of the performance of the company’s risk management function and

internal control insofar as these affect the company’s quality and integrity of financial reporting. The Board of Directors and the audit committee interact directly with the external auditors.

Where the Board of Directors is responsible for establishing fundamental rules and guidelines, the President and CEO is responsible for the design effectiveness, implementation, and supervision of monitoring of the internal control within the Group. The CFO is responsible for the design and operating effectiveness of the internal control environment within the Group.

The Group Management Team and local management teams ensure that the group has employees with the right competency in all key financial positions and that there are procedures in place to ensure that employees in key financial positions have the requisite knowledge and skills.

Risk assessment

Central and local risk assessments covering both financial and other risks are prepared and form the basis for how risks are managed through various controls. These assessments comprise the likelihood that risks could occur and the potential impact they may have. In addition, the velocity at which a risk could occur is considered. The internal control environment is designed to mitigate risks identified to a level considered acceptable by management.

Certain specific risks, for example risks related to taxes and legal matters and other financial risks, are reviewed proactively on a

periodic basis. Risks and risk management are reported on separately in more detail in the Annual and Sustainability report, on pages 54–58. Tax, legal and other financial risks are reflected based on management’s best estimate and judgement, and in accordance with the applicable accounting standards in the consolidated financial statements.

Fraud risk

Cloetta’s Group Management Team, local management teams and the central finance team are responsible for addressing the risk of fraud and for carrying out a continuous assessment of the risk for fraud with respect to the prevailing attitudes, incentives and opportunities to commit fraud. The Board of Directors has issued a fraud policy and a whistleblower policy aimed at preventing dishonest and/or fraudulent activity and to establish procedures for reporting fraudulent activities to Cloetta’s management and audit committee.

In addition to these policies, Cloetta has adopted an anti-bribery and anti-corruption policy. The purpose of the policy is to prevent bribery and corruption by any employee or third party acting on behalf of Cloetta. The trade controls policy summarises potentially applicable sanctions and export control rules, and compliance procedures to be followed by all Cloetta employees. The purpose of this policy is to provide guidelines to ensure compliance with all local trade control laws and regulations including countries through which shipments or financial transactions flow.

Control activities

Control activities reduce the risks identified to ensure accurate and reliable financial reporting as well as process efficiency. Control activities occur throughout the organisation, at all levels and in all functions. They are embedded in business process and include a range of activities as diverse as approvals, authorisations, verifications, reconciliations, reviews of operating performance, security of assets and segregation of duties. The controls contain a balanced mix of preventive and detective controls and of automated and manual controls. In addition to a standard set of automated controls in Cloetta’s central systems, local management teams are encouraged to automate controls insofar possible and efficient, especially for routine transactions. Nevertheless, there are also manual control activities in place to verify that the automated controls function as intended and to validate non-routine transactions. All identified financial reporting risks are covered by one or more control activities.

Cloetta has a systematic and structured process in place for dealing with reporting whereby periodically reported financial results from a local level is reviewed by the Group Management Team. This reporting process serves as the basis for Cloetta’s internal and external reporting as well as for legal and business reviews. The business reviews, conducted for each business area, are carried out periodically according to a structure in which sales, earnings, cash flow and other key ratios and trends of importance to the Group are compiled and form a basis for analysis and actions by management. Other important and group-wide components of internal control and reporting routines include the annual business planning process and the monthly and quarterly forecasting cycles.

The company’s financial situation is discussed at each Board of Directors meeting. The Board’s audit committee has important monitoring and control duties regarding loans, investments, financial management, financial reporting and internal control. The audit committee and Board of Directors review and formally approve interim reports and the Annual and Sustainability Report prior to publication. In addition, the audit committee receives regular reports from the independent auditor addressing amongst others financial reporting, IT and internal control matters.

Information and communication

Effective communication ensures the information flows in the organisation. Significant policies, guidelines, instructions

Process for financial reporting

Monthly

Collection of information

Local units report monthly according to an established timeframe in compliance with the applicable laws, regulations and accounting practices and the Group’s accounting manual.

Controls

The Group’s reporting system contains embedded controls. In addition, the central finance team carries out analytical controls as well as controls of completeness and reasonability.

Processing and consolidation

Any corrections are implemented in dialogue with the affected parties. Reconciliation occurs.

Reporting

Reporting of operational and financial information to the Board of Directors and the Group Management team.

Quarterly

Audit committee

The auditor attends every quarterly meeting. Possible actions are carried out in respect of the audit report.

External reporting

Cloetta publicly discloses its interim and year-end reports through press releases and publication on the company’s website.

and manuals that are important to internal control are regularly updated and made available on the intranet. There are both formal and informal information channels to Group management from employees. For external communication, there is a policy in place setting out the requirement to provide external stakeholders with correct and relevant information in a timely manner.

Monitoring of internal control

Cloetta continuously strengthens its internal control environment by evaluating the design and operating effectiveness of the environment. Annually, procedures are performed to verify the design and operating effectiveness in specific areas and relevant control documents are reviewed. Internal control deficiencies detected through the ongoing monitoring activities or separate evaluations are reported upstream and corrective actions are taken to ensure continuous improvement of the internal control environment. Weaknesses identified internally or by the auditor are reported and discussed with the persons involved, with members of Cloetta’s Group Management Team and where needed with the Audit Committee.

Evaluation of the need for a separate internal audit function

There is currently no internal audit function at Cloetta. The Board of Directors has reviewed this matter and determined that the existing structures for monitoring and evaluation provide a satisfactory basis for control. For certain special internal audit activities, external resources are used.

Basis for risk assessment

Existence, reported assets and liabilities exist on the reporting date.

Completeness, all transactions during the reporting period are recorded and reported.

Rights and obligations, assets are the rights of the organisation and the liabilities are its obligations as of a given date.

Valuation and allocation, all items in the financial reporting are reported in compliance with IFRS valuation principles and are correctly calculated and summarised and appropriately recorded.

Presentation and disclosure, items in the financial reports are properly described, sorted and classified.

Board of Directors



Mikael Norman

*Position: Chairman of the Board
Member of the Remuneration Committee*

Elected: 2020
Year of birth: 1958
Nationality: Swedish
Education: Bachelor of Laws, Stockholm University.
Other assignments: –
Previous assignments: Chairman of the board of Bonava AB, CFO of Nobia AB, Group Financial Controller and several other roles at Electrolux AB, Tax lawyer at PricewaterhouseCoopers and Judge in the County Administrative Court and Administrative Court of Appeal in Stockholm.
Independence:
In relation to major shareholders: Yes
In relation to the company and management: Yes
Shareholding: Direct: 50,000 class B shares
Related parties: –



Patrick Bergander

*Position: Member of the Board
Chairman of the Audit Committee*

Elected: 2019
Year of birth: 1971
Nationality: Swedish
Education: B.Sc. Business and Economics, Stockholm University.
Other assignments: CEO of Nordic Tyre Group and Board member of SPP Pension & Försäkring AB.
Previous assignments: CFO of Rosti Group, CEO and CFO RSA Scandinavia (Codan/Trygg-Hansa), several positions at Electrolux, including CFO Asia Pacific and Head of Group Business Control. CFO, Business area Private at If Skadeförsäkring and Consultant and Auditor at Arthur Andersen.
Independence:
In relation to major shareholders: Yes
In relation to the company and management: Yes
Shareholding: Direct: 4,180 class B shares
Related parties: –



Malin Jennerholm

*Position: Member of the Board
Member of the Audit Committee*

Elected: 2022
Year of birth: 1970
Nationality: Swedish
Education: B.Sc. in Business Administration and Economics from School of Business, Economics and Law at the University of Gothenburg.
Other assignments: CEO Svenska Retursystem AB.
Previous assignments: Board member of Livs-medelsföretagen, Board member of Sweden Food Arena, CEO at Orkla Confectionery & Snacks Sweden, General Manager Professional Nordics at Jacobs Douwe Egberts and various positions at Mondelez International and Kraft Foods.
Independence:
In relation to major shareholders: Yes
In relation to the company and management: Yes
Shareholding: Direct: 2,000 class B shares
Related parties: –



Pauline Lindwall

Position: Member of the Board

Elected: 2023
Year of birth: 1961
Nationality: Swedish
Education: M.Sc. (Econ), Växjö University.
Other assignments: Board member of Huhtamaki Finland and European Institute of Innovation & Technology (EIT) Food.
Previous assignments: Board member of Duni AB, Swedish Match AB, McKesson Europe AG and Lantmännen. Senior Advisor of Stora Enso AB.
Independence:
In relation to major shareholders: Yes
In relation to the company and management: Yes
Shareholding: Direct: 2,261 class B shares
Related parties: –



Alan McLean Raleigh

*Position: Member of the Board
Member of the Remuneration Committee*

Elected: 2018
Year of birth: 1959
Nationality: British
Education: B.Sc. (Hons) Production Engineering and Production Management, University of Strathclyde.
Other assignments: Board Chairman of Robinson plc.
Previous assignments: Trustee on the Board of the Chartered Institute of Procurement and Supply (CIPS), Executive Vice President, Personal Care Supply Chain, Unilever.
Independence:
In relation to major shareholders: Yes
In relation to the company and management: Yes
Shareholding: Direct: 8,144 Class B shares
Related parties: –



Camilla Svenfelt

*Position: Member of the Board
Member of the Audit Committee*

Elected: 2016
Year of birth: 1981
Nationality: Swedish
Education: Bachelor of Science in Social Work and courses in business administration, labour market economics and management, Stockholm University.
Other assignments: Board member of AB Malfors Promotor, deputy board member of the Hjalmar Svenfelt Foundation and Accounting supervisor at AB Malfors Promotor.
Previous assignments: –
Independence:
In relation to major shareholders: No
In relation to the company and management: Yes
Shareholding: Class A shares, Direct: 60
Related parties: 5,729,569
Class B shares, Direct: 500,485
Related parties: 85,286,068



Mikael Svenfelt

*Position: Member of the Board
Chairman of the Remuneration Committee*

Elected: 2008
Year of birth: 1966
Nationality: Swedish
Education: Marketing and Business Economics, Tibbleskolan and Law studies, Folkuniversitetet.
Other assignments: CEO and Board member of AB Malfors Promotor.
Previous assignments: Senior positions in Nicator Group, Dell Financial Services, GE Capital Equipment Finance AB and Rollox AB, Board Chairman of Fjärilshuset Haga Trädgård AB, Board member of Fjärilshuset Haga Trädgård Café AB.
Independence:
In relation to major shareholders: No
In relation to the company and management: Yes
Shareholding: Class A shares, Direct: 25
Related parties: 5,729,569
Class B shares, Direct: 47,535
Related parties: 85,199,973



Lena Grönedal

Position: Employee board member, LIVS

Elected: 2008
Year of birth: 1962
Nationality: Swedish
Position at Cloetta: Factory Operative, Cloetta Sverige AB.
Shareholding: Direct: –
Related parties: –



Shahram Nikpour Badr

*Position: Deputy employee board member, LIVS
Resigned in October 2023*

Elected: 2013
Year of birth: 1963
Nationality: Swedish
Position at Cloetta: Factory Operative, Cloetta Sverige AB.
Shareholding: Direct: –
Related parties: –

Shareholding stated as at 31 December 2023

Group Management Team



Henri de Sauvage-Nolting

*Position: President and CEO since 2017
Employed by Cloetta since 2017*
Year of birth: 1962
Nationality: Dutch
Education: M.Sc. Chemistry, Amsterdam University, M.Sc. Chemical Engineering, Technical University of Twente, and Post Doc in Business Administration, University of Leuven.
Other assignments: Board member of Agra Industrier, Norway.
Previous positions: Executive Vice President of Arla in Sweden, Denmark and Finland. Between 1989 and 2013 held positions in sales, marketing and manufacturing at Unilever in the Nordics, the Netherlands, UK and China. Last position at Unilever was as CEO of the Nordics.
Shareholding: Direct: 133,563 class B shares
Related parties: –



Frans Rydén

*Position: Chief Financial Officer (CFO) since 2018
Employed by Cloetta since 2018*
Year of birth: 1972
Nationality: Swedish
Education: B.Sc. Business Administration and Degree of Master of Laws, LL.M, Stockholm University.
Other assignments: –
Previous positions: Various finance positions in Mondelez such as chief financial officer for India and for Indonesia, Finance Director ZBB Asia-Pacific, Regional Manager Financial Planning and Analysis, and Area Manager Internal Controls. Vice President Finance at Arla Foods.
Shareholding: Direct: 101,685 class B shares
Related parties: –



Regina Ekström

*Position: Senior Vice President Human Resources since 2015
Employed by LEAF since 2004
Retired on 31 December 2023*
Year of birth: 1963
Nationality: Swedish
Education: B.Sc. Business Administration and Economics, Lund University.
Other assignments: –
Previous positions: SVP Human Resources and Communications Scandinavia at Cloetta/LEAF, 2004–2014. SVP Human Resources Nordic at Findus, 2000–2004. HR Manager Sweden/Nordic at Nestlé, 1995–2000. Trainee, Product Manager, Human Resources Manager, and Marketing Manager at Mars Sweden and UK, 1987–1995.
Shareholding: Direct: 49,320 class B shares
Related parties: –



Thomas Biesterfeldt

*Position: Chief Marketing Officer (CMO) Marketing, Innovation and Sustainability since 2018
Employed by Cloetta since 2018*
Year of birth: 1980
Nationality: German
Education: MBA (Major Marketing), Hamburg University of Applied Sciences.
Other assignments: –
Previous positions: Marketing Director at L'Oréal Paris in the Nordics (based in Denmark), previously Marketing and Group product manager at L'Oréal Paris in Germany and Sweden.
Shareholding: Direct: 22,956 class B shares
Related parties: –



Ewald Frenay

*Position: President Middle until 30 September 2023 and CHRO from 1 October 2023
Employed by LEAF since 2000*
Year of birth: 1963
Nationality: Dutch
Education: M.Sc. Economics, Erasmus University.
Other assignments: –
Previous positions: Area President Cloetta Middle 2012–2023, Interim President Cloetta Italy and Export Markets 2016–2017. Various positions at LEAF 2000–2012 including President Middle at LEAF and Chief Marketing Officer. Member of LEAF Executive Committee 2008–2012. Vice President Segment Sugar confectionery at CSM 2005–2007, Marketing Director at CSM 2004–2005, and Marketing Director of RBV LEAF the Netherlands 2000–2004. Several marketing and sales positions at Mars Inc. 1989–1999.
Shareholding: Direct: 44,375 class B shares
Related parties: –



Michiel Havermans

*Position: Senior Vice President Cloetta International since 2018
Employed by Cloetta since 2018*
Year of birth: 1973
Nationality: Dutch
Education: M.Sc. Economics, Erasmus University.
Other assignments: –
Previous positions: Regional Director sales and marketing for Europe, Middle East, and Americas at United Dutch Breweries (UDB), Export Director, Country Manager UK and Managing Director Vietnam and the Philippines at Perfetti van Melle.
Shareholding: Direct: 23,834 class B shares
Related parties: –



Marcel Mensink

*Position: President Operations (COO) since 2017
Employed by Cloetta since 2017*
Year of birth: 1971
Nationality: Dutch
Education: MBA University of Canterbury and B.Sc. Food Technology, van Hall Institute.
Other assignments: –
Previous positions: Supply Director, Mars Supply Petcare Europe. Several leading positions at Mars in various business units, including Petcare, Food and Chocolate, Supply Director Mars Care & Treats Europe, Plant director Mars Food UK, several different operational roles at Mars Chocolate.
Shareholding: Direct: 54,321 class B shares
Related parties: –



Ville Perho

*Position: President Finland since 2015
Employed by LEAF since 2004*
Year of birth: 1979
Nationality: Finnish
Education: M.Sc. Turku School of Economics.
Other assignments: Co-owner and Board member of Varastoaura Oy, Chairman of Finnish Chocolate, Sugar Confectionery and Biscuit Industries' Association.
Previous positions: Sales Director Cloetta Finland 2010–2015, Category Development Manager LEAF 2004–2010, Global Account Manager Lidl at LEAF 2007–2009.
Shareholding: Direct: 43,193 class B shares
Related parties: –



André Ruikes

*Position: President Middle from 1 October 2023
Employed by LEAF since 2010*
Year of birth: 1985
Nationality: Dutch
Education: Bachelor Business Administration and Master Marketing Management, Erasmus University Rotterdam, the Netherlands.
Other assignments: –
Previous positions: Different positions in Cloetta such as Customer Director 2019–2023, Customer Marketing Director 2015–2019, Sr. Account Manager 2012–2015 and Brand Manager 2010–2012.
Shareholding: Direct: 1,018 class B shares
Related parties: –



Katarina Tell

*Position: President Cloetta Sweden, since 2018
Employed by Cloetta since 2018*
Year of birth: 1970
Nationality: Swedish
Education: M.Sc. Food & Nutrition, Umeå University and studies in business administration, Lund University.
Other assignments: Board member of Svensk Plast-industri i Motala and DLF, Dagligvaruleverantörernas Förbund.
Previous positions: General Manager Findus, Sweden. Managing Director Heinz Northern and Eastern Europe, Retail Sales Manager Heinz Sweden, and Business development Findus.
Shareholding: Direct: 62,787 class B shares
Related parties: –



Niklas Truedsson

*Position: President Cloetta Denmark, Norway and Chief Pick & mix Officer since 2021
Employed by Cloetta since 2019*
Year of birth: 1972
Nationality: Swedish
Education: M.Sc. Business Administration and Economics, Lund University.
Other assignments: –
Previous positions: Various managerial roles at Unilever in the Nordics and Asia including Country Manager Sweden, CEO at Risenta, part of the Paulig Group.
Shareholding: Direct: 30,593 class B shares
Related parties: –

Shareholding stated as at 31 December 2023

“Läkerol – Makes People Talk



Financial reports

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Consolidated financial statements

Consolidated profit and loss account

SEKm	Note	2023	2022
Net sales	2,3	8,301	6,869
Cost of goods sold	4, 5, 6, 8	-5,751	-4,738
Gross profit		2,550	2,131
Selling expenses	4, 5, 6, 8	-1,073	-1,009
General and administrative expenses	4, 5, 6, 8, 11	-742	-656
Operating profit		735	466
Exchange differences on cash and cash equivalents in foreign currencies	9	-43	-143
Other financial income	9	128	83
Other financial expenses	9	-250	-63
Net financial items		-165	-123
Profit before tax		570	343
Income tax	10	-133	-68
Profit for the year		437	275
Profit for the year attributable to: Owners of the Parent Company		437	275
Earnings per share, SEK			
Basic ¹	20	1.53	0.96
Diluted ¹	20	1.53	0.96
Number of shares outstanding at end of period ¹	20	285,342,034	285,405,738
Average number of shares (basic) ¹	20	285,394,917	286,806,351
Average number of shares (diluted) ¹	20	285,650,818	286,890,237

1) During 31 October till 23 November 2022 and on 30 October 2023 Cloetta purchased 1,622,932 and 63,704 treasury shares respectively to fulfill its future obligation to deliver shares to the participants of the long-term share-based incentive plan, if vesting conditions are met.

Consolidated statement of comprehensive income

SEKm	2023	2022
Profit for the year	437	275
Other comprehensive income		
Remeasurements of defined benefit pension plans	-42	153
Income tax on remeasurement of defined benefit pension plans	8	-32
Items that will never be reclassified to profit or loss for the period	-34	121
Currency translation differences	-40	496
Hedge of a net investment in a foreign operation	7	-130
Income tax on hedge of a net investment in a foreign operation	-1	25
Items that may be reclassified to profit or loss for the period	-34	391
Total other comprehensive income	-68	512
Total comprehensive income, net of tax	369	787
Total comprehensive income for the period attributable to: Owners of the Parent Company	369	787

Consolidated balance sheet

SEKm	Note	31 Dec 2023	31 Dec 2022
ASSETS			
Non-current assets			
Intangible assets	12	5,862	5,883
Property, plant and equipment	13	1,686	1,581
Deferred tax asset	14	23	43
Derivative financial instruments	22	5	25
Other financial assets	15	3	3
Total non-current assets		7,579	7,535
Current assets			
Inventories	16	1,292	1,090
Trade and other receivables	17	1,089	1,030
Current income tax assets	14	47	44
Derivative financial instruments	22	18	34
Cash and cash equivalents	18	658	583
Total current assets		3,104	2,781
Total assets		10,683	10,316
EQUITY AND LIABILITIES			
Equity			
Share capital	19	1,443	1,443
Other paid-in capital	19	4,124	4,124
Treasury shares	19	-79	-78
Foreign currency translation reserve	19	1,117	1,157
Retained earnings including profit for the year	19	-1,507	-1,652
Equity attributable to owners of the Parent Company		5,098	4,994
Non-current liabilities			
Long-term borrowings	21	2,264	2,277
Deferred tax liability	14	900	884
Derivative financial instruments	22	8	-
Provisions for pensions and other long-term employee benefits	23	382	345
Provisions	24	160	107
Total non-current liabilities		3,714	3,613
Current liabilities			
Short-term borrowings	21	220	207
Derivative financial instruments	22	1	-
Trade and other payables	25	1,585	1,419
Provisions	24	14	6
Current income tax liabilities	14	51	77
Total current liabilities		1,871	1,709
Total equity and liabilities		10,683	10,316

Consolidated statement of changes in equity

SEKm	Share capital	Other paid-in capital	Treasury shares	Foreign currency translation reserve	Retained earnings	Total equity
Balance at 1 January 2022	1,443	4,124	-44	661	-1,669	4,515
<i>Comprehensive income</i>						
Profit for the year	-	-	-	-	275	275
Other comprehensive income	-	-	-	496	16	512
Total comprehensive income for 2022	-	-	-	496	291	787
Transactions with owners						
Purchase of treasury shares	-	-	-34	-	-	-34
Share-based payments	-	-	-	-	13	13
Dividend ¹	-	-	-	-	-287	-287
Total transactions with owners	-	-	-34	-	-274	-308
Balance at 31 December 2022	1,443	4,124	-78	1,157	-1,652	4,994
<i>Comprehensive income</i>						
Profit for the year	-	-	-	-	437	437
Other comprehensive income	-	-	-	-40	-28	-68
Total comprehensive income for 2023	-	-	-	-40	409	369
Transactions with owners						
Purchase of treasury shares	-	-	-1	-	-	-1
Share-based payments	-	-	-	-	21	21
Dividend ¹	-	-	-	-	-285	-285
Total transactions with owners	-	-	-1	-	-264	-265
Balance at 31 December 2023	1,443	4,124	-79	1,117	-1,507	5,098

1) The dividend paid in 2023 and 2022 comprised an ordinary dividend of SEK 1.00 per share.

Total equity is attributable to the owners of the Parent Company.

Consolidated cash flow statement

SEKm	Note	2023	2022
Operating profit		735	466
<i>Adjustments for non-cash items</i>			
Amortisation and depreciation of assets	4	295	262
Impairment of assets	4	-17	136
Provisions for pensions		-13	-11
Other provisions	24	62	102
Interest received		100	21
Interest paid		-187	-54
Proceeds on derivative financial instruments		37	4
Income tax paid		-134	-104
Cash flow from operating activities before changes in working capital		878	822
Changes in working capital			
Change in inventories		-212	-197
Change in trade and other receivables		-63	-201
Change in trade and other payables		175	95
Cash flow from changes in working capital		-100	-303
Cash flow from operating activities		778	519
Investing activities			
Investments in property, plant and equipment	13	-280	-212
Investments in intangible assets	12	-2	-2
Disposals of property, plant and equipment	13	2	1
Cash flow from investing activities		-280	-213
Cash flow from operating and investing activities		498	306
Financing activities			
Proceeds from commercial papers	21	593	597
Repayment of commercial papers	21	-594	-598
Transaction costs paid	21	-4	-9
Payment of lease liabilities	21	-88	-75
Dividends paid	19	-285	-287
Purchase of treasury shares	19	-1	-34
Cash flow from financing activities		-379	-406
Cash flow for the year		119	-100
Cash and cash equivalents at beginning of year	18	583	692
Cash flow for the year		119	-100
Exchange difference		-44	-9
Cash and cash equivalents at end of year	18	658	583

Notes to the consolidated financial statements

Note 1

General information and accounting and valuation policies of the Group

General information
Cloetta AB (publ), corporate identification number 556308-8144, is a Swedish-registered limited liability company domiciled in Linköping, Sweden. The company's head office is in Stockholm with the address Landsvägen 50A, Box 2052, 174 02 Sundbyberg, Sweden.

Financial year
The consolidated financial statements for the financial year from 1 January to 31 December 2023 include the accounts of the Parent Company and its subsidiaries (collectively the "Group" and individually the "group companies").
The annual report and consolidated financial statements were approved for publication by the Board of Directors on 7 March 2024. The profit and loss accounts and balance sheets of the Group and the Parent Company will be put for adoption before the Annual General Meeting on 9 April 2024.

Disclosures regarding changes in group structure
Liquidations and dissolutions
• On 13 February 2023, Cloetta Ireland Holding Ltd. was struck off
• On 31 March 2023, the registration of Cloetta Holland B.V. - Singapore branch was ceased.

Note P8 provides an overview of the Cloetta Group and specifies all group companies and changes in the Group structure.

Compliance with legislation and accounting standards
The consolidated financial statements are presented in accordance with the International Financial Reporting Standards (IFRS) established by the International Accounting Standards Board (IASB), and the interpretations issued by the IFRS Interpretations Committee (IFRIC), which have been endorsed by the European Commission for application in the EU, with supplementary requirements from the Annual Accounts Act. The applied standards and interpretations are those that were in force and have been endorsed by the EU as at 1 January 2023. Furthermore, the Swedish Financial Reporting Board's recommendation RFR 1, Supplementary Accounting Rules for Groups, has been applied.

Guidelines on Alternative Performance Measures
In accordance with the ESMA (European Securities and Markets Authority) guidelines on Alternative Performance Measures (APMs), additional information on the use of APMs, including explanations of use and reconciliation of the APMs to the most directly reconcilable measures in the financial statements, has been included in these financial statements. APMs presented in these financial statements should not be considered a

substitute for measures of performance in accordance with IFRS and may not be comparable to similarly titled measures by other companies.

Activities
The activities of the Group mainly comprise:

- Production, marketing and sales of branded candy, chocolate, pastilles, chewing gum and nuts; and
- Trading in candy, chocolate, pastilles, chewing gum and nuts

The countries of the European Union, the UK and Norway form the most important markets.

Basis of presentation
Assets and liabilities are recognised at historical cost, with the exception of certain financial assets and liabilities that are stated at fair value according to the accounting policies described below.
Unless otherwise stated, all amounts are rounded to the nearest million Swedish krona.

The preparation of financial statements in conformity with IFRS requires management to use certain critical accounting estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. The estimates and assumptions are based on past experience and a number of other factors that are considered reasonable under the given circumstances. The results of these estimates and assumptions are used to make judgements about the carrying value of assets and liabilities that cannot be readily determined from other sources. Actual results may differ from these estimates and assumptions. The estimates and assumptions are reviewed on an ongoing basis. Changes in estimates are reported in the period of the change, if the change affects that period only. Changes in estimates are reported in the period of the change and in future periods, if the change affects both.

Note 30 provides a description of judgements made by management in the application of IFRS that have a significant impact on the financial statements, and estimates that can lead to material adjustments in the financial statements within the next year.
Unless otherwise stated below, the following accounting standards for the Group have been consistently applied in periods presented in the consolidated financial statements.

Segment reporting
Cloetta has identified the "Branded packaged products" business and the "Pick & mix" business as its operating segments.
The character of the more profitable Branded packaged business requires investments in the brands (A&P) with consumer visibility (traditional and social media) to generate long-term strength of our own brands, leading to value creation for the company. Cloetta manufactures nearly all products sold in this business in its own production facilities. The much

lower margin Pick & mix business is predominantly a wholesale business where Cloetta sells its own products and its competitors' products to retailers under their own private brand or under the CandyKing concept. The Pick & mix business is driven by volumes and requires investments in the Pick & mix concept including investments in fixtures in which the products are offered to the consumer.

Operating segments have been identified in accordance with the guidance provided in IFRS 8 paragraph 5–10.

The overall focus on revenues, profitability, and strategy specifically for the Branded packaged products business versus the Pick & mix business is reflected as such in Cloetta's external financial reporting and this split is aligned with the interest of Cloetta's investors.

The chief operating decision-maker (CODM), which is the CEO and President of the Group, primarily uses external net sales and operating profit, adjusted for items affecting comparability, to assess the performance of its operating segments. Items affecting comparability, net financial items and income tax are not allocated to segments, as these are managed centrally. No segment information is provided to or assessed by the CODM on assets and liabilities and therefore these are not separately disclosed. Information related to each reportable segment (business segment) is set out in Note 2.

Classification

Non-current assets comprise amounts expected to be recovered or paid after more than twelve months from the balance sheet date, while current assets comprise amounts expected to be recovered or paid within twelve months of the balance sheet date. Non-current liabilities comprise amounts which the Group, at the end of the reporting period, has an unconditional right to choose to pay later than 12 months after the end of the reporting period. If the Group has no such right at the end of the reporting period, or if the liability is expected to be settled within the normal operating cycle, the liability is reported as current liability.

Basis of consolidation

Group structure

The company was founded in 1862. On 16 February 2012, Cloetta AB (publ) acquired Leaf Holland B.V. (currently known as Cloetta Holland B.V.) from Yllop Holding S.A. The acquisition has been accounted for as a reverse acquisition for consolidation purposes, where Cloetta Holland B.V. is the accounting acquirer and Cloetta AB (publ) is the legal acquirer.

All incorporated and acquired companies are wholly owned directly or indirectly by Cloetta AB (publ) and are consolidated from the date on which control is transferred.

Subsidiaries

The consolidated accounts include financial information for Cloetta AB (publ) and its subsidiaries. Subsidiaries are entities controlled directly or indirectly by Cloetta AB (publ). The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. All subsidiaries are consolidated from the date on which control is transferred to Cloetta AB (publ).

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition-related costs are expensed as incurred. If the business combination is realised in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through the profit and loss account.

Any contingent consideration to be transferred by the Group is recog-

nised at fair value at the acquisition date. Any subsequent change to the fair value of the contingent consideration that is deemed to be a liability is recognised in accordance with IAS 32 in the case of the forward purchase of shares, or IFRS 9 either in the profit and loss account or as a change to other comprehensive income only if it is an asset which is classified as available for sale. A contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

Goodwill is initially measured as the excess of the aggregate of the consideration transferred and the fair value of non-controlling interests in the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in the profit and loss account.

Group companies are deconsolidated from the date that control ceases. When the Group ceases to have control, any retained interest in the entity is remeasured to its fair value at the date when control is lost, with the change in carrying amount recognised in the profit and loss account. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to the profit and loss account.

Note P8 provides an overview of all subsidiaries consolidated in the consolidated financial statements of Cloetta AB (publ).

Transactions eliminated on consolidation

Intercompany transactions, balances, income and expenses on transactions between group companies are eliminated. Profits and losses resulting from inter-company transactions that are recognised in assets are also eliminated.

Foreign currency

Functional and presentation currency

Items included in the financial information of each entity are measured using the functional currency of that entity, which is the currency of the primary economic environment in which the entity operates. The functional currency of foreign entities is generally its local currency. The functional currency of the Parent Company is Swedish kronor (SEK), which is also the presentation currency of the Parent Company.

The consolidated financial statements are presented in SEK. The functional currency of the majority of the subsidiaries is the euro (EUR). The assets and liabilities are translated at the closing rate at the date of the financial statements. Income and expenses are translated at the average exchange rate for the year.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transactions or the date of valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation at the year-end exchange rates of monetary assets and liabilities denominated in foreign currencies, are recognised in the profit and loss account within operating profit.

Foreign exchange gains and losses that relate to cash and cash equivalents are presented in the profit and loss account within exchange differences on cash and cash equivalents in foreign currencies.

The Group applies hedge accounting for foreign exchange gains and losses that relate to borrowings. These foreign exchange gains and losses are presented in the statement of comprehensive income, see Note 1 (XIII) for a description of the accounting policies on hedge accounting.

A monetary item held by a subsidiary, that is a receivable from or a payable to a foreign operation, for which settlement is neither planned nor likely to occur in the foreseeable future, is in substance a part of the entity's net investment in that foreign operation. Foreign currency differences

related to a foreign operation are initially recognised in other comprehensive income and reclassified from equity to the profit and loss account on disposal of the net investment. On disposal of the foreign operation, the cumulative amount of the exchange differences relating to the foreign operation, recognised in other comprehensive income, is reclassified from equity to the profit and loss account on the same line where the gain or loss of the disposal is accounted for.

Upon consolidation, exchange differences arising from the translation of the borrowings and other currency instruments designated as hedges of such investments and the net investment in foreign operations are recognised in other comprehensive income.

All other foreign exchange gains and losses are presented in the profit and loss account within operating profit.

Financial statements of foreign operations

The profit and loss accounts and balance sheets of all group companies that have a functional currency other than the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each balance sheet are translated at the closing exchange rates at the date of that balance sheet;
- Income and expenses for each profit and loss account are translated at average exchange rates unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions; and
- All resulting exchange differences are recognised in other comprehensive income

When a foreign operation is disposed of, unrealised exchange differences accumulated in currency translation adjustments after 1 January 2006 (first-time adoption of IFRS) are recognised in profit or loss as part of the gain or loss on the sale. Goodwill and fair value adjustments to the carrying amounts of assets and liabilities arising from the acquisition of a foreign entity are treated as assets and liabilities in the functional currency of the attributable foreign entity and translated at the closing rate.

Basis of accounting

The Group has consistently applied the following accounting policies to all periods presented in these consolidated financial statements. Set out below is an index of the significant accounting policies, the details of which are available on the pages that follow:

- I Net sales
- II Cost of goods sold
- III Selling expenses
- IV General and administrative expenses
- V Employee remuneration
- VI Net financial items
- VII Income tax
- VIII Dividend distribution
- IX Items affecting comparability
- X Intangible assets
- XI Property, plant and equipment
- XII Deferred tax
- XIII Financial assets and liabilities
- XIV Impairment of non-current non-financial assets
- XV Inventories
- XVI Current income tax
- XVII Equity
- XVIII Provisions
- XIX Employee benefits
- XX Leases

The balance sheet, profit and loss account and cash flow statement include references to the notes.

Principles for recognition of revenue and expenses

I Net sales

Net sales are designated as income from the supply of goods and services, less discounts and similar, excluding sales taxes and after elimination of intra-group sales. Net sales are recognised as follows:

- Sales of goods are recognised when a group company has delivered products to the customer, the risks and rewards of the ownership of the products have been substantially transferred to the customer and the collectability of the related receivables is reasonably certain

For Branded packaged business sales of goods has been identified as performance obligation. For Pick & mix sales the following performance obligations have been identified in the contracts with customers:

- Sales of goods;
- Utilisation of fixtures; and
- Merchandising services

For the performance obligations utilisation of fixtures and merchandising services – which are satisfied over time – Cloetta selected an appropriate method for measuring its progress towards complete satisfaction of those performance obligations. For utilisation of fixtures and merchandising services, a practical expedient is applicable, whereas Cloetta recognises revenue in the amount to which it has a right to invoice. Since delivery of goods and merchandising services normally takes place weekly, this output method best reflects that the measure of progress of the merchandising service as a performance obligation is satisfied at the same time as the goods are delivered.

Consumer incentive and trade promotion activities are recorded as a reduction on the gross sales value based on amounts estimated as being due to customers at the end of a period, based principally on historical utilisation and redemption rates.

These consumer incentive and trade promotion activities consist of:

- Fixed and variable discounts, amongst others in the form of fixed listing discounts,
- Promotional discounts,
- Temporary price discounts (e.g. for seasonal sales) and close out fees, and;
- Bonus programmes for example in the form of year-end volume bonuses

For the estimation of the variable considerations related to the various agreements Cloetta is using the expected-value-method and the most-likely-amount-method. The method used for the calculation of a specific variable consideration is the method that is expected to best predict the amount of consideration to which Cloetta will be entitled based on the terms of the contract. The chosen method is applied consistently throughout the contract.

II Cost of goods sold

Cost of goods sold represents the direct and indirect expenses attributable to sales revenue, including raw materials and consumables, cost of work contracted out and other external expenses, personnel expenses in respect of production employees, depreciation costs, impairment losses and losses on disposal relating to buildings and machinery and other operating expenses that are attributable to the production of products. Cost of goods sold is recognised in the profit and loss account, simultaneously with the income derived from the related sales transaction.

III Selling expenses

Selling expenses comprise the cost of brand support through direct and indirect advertising, promotional activities, the cost of supporting sales and marketing efforts and amortisation and impairment losses of related intangible assets. The company promotes its products through advertising and trade promotions. Selling expenses are recognised in the profit and loss account when incurred.

IV General and administrative expenses

General and administrative expenses include the costs of general management, human resources, finance and administration, information technology, and other back office services as well as amortisation of software. General and administrative expenses are recognised in the profit and loss account when incurred.

V Employee remuneration

Regular payments

Salaries, wages and social security costs are charged to the personnel expenses, which are included either in cost of goods sold, selling expenses or general and administrative expenses in the profit and loss account over the period when the related services are rendered, and in accordance with employment contracts and obligations.

Termination benefits

A provision is recognised on the termination of employees as a result of either an entity’s decision to terminate employment before the normal retirement date or an employee’s decision to accept an offer of benefits in exchange for the termination of employment. When the criteria for recognition of a provision for termination benefits are met, the expenses are recognised either in cost of goods sold, selling expenses or general and administrative expenses in the profit and loss account.

Share-based long-term incentive plans

The cost of the share-based long-term incentive plans, which represents the grant date fair value of the shares expected to be vested, multiplied by the shares vested and any social security expenses, is recognised in personnel expenses, which are included either in cost of goods sold, selling expenses or general and administrative expenses in the profit and loss account. The cost of the share-based long-term incentive plans is recognised pro rata over the vesting period of each plan.

VI Net financial items

Cash and cash equivalents denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Any resulting exchange differences are recognised in net financial items. Gains and losses related to the effective portion of the net investment hedge are recognised in other comprehensive income.

Interest income and interest expenses on third-party borrowings are recognised in the profit and loss account when incurred using the effective interest method.

Interest income and expenses on cash and cash equivalents and banking costs are recognised in the profit and loss account when incurred, in other financial income and expenses at amortised cost.

Realised and unrealised gains and losses on single currency interest rate swaps are recognised in other financial income and other financial expenses at fair value.

VII Income tax

The income tax expense for the period comprises current and deferred tax and is recognised in the profit and loss account. Corporate income tax is calculated on profit before tax in the profit and loss account, taking into account non-deductible expenses, non-taxable profits and losses, temporary differences arising from applicable local tax laws and other factors that affect the tax rate, e.g. changes in valuation allowances, adjustments in tax positions and changes in tax law, such as changes in enacted or substantively enacted tax rates.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the company’s subsidiaries and associates operate and generate taxable profits.

VIII Dividend distribution

Dividends paid to the company’s shareholders are recognised in the consolidated financial statements in the period in which the dividends are resolved on by the company’s shareholders. Dividend payments are recognised in equity as part of retained earnings.

IX Items affecting comparability

Items affecting comparability are those significant items which are separately disclosed in the notes to the financial statements by virtue of their size or incidence, in order to enable a full understanding of the Group’s financial performance. Items affecting comparability are recognised in the profit and loss account. Their classification in the profit and loss account depends on the nature of the items affecting comparability.

Principles of valuation of assets and liabilities

General

If not specifically otherwise stated, assets and liabilities are initially recognised at the amounts at which they were acquired or incurred.

X Intangible assets

The estimated useful lives of intangible assets are specified as follows:

Trademarks	Indefinite
Goodwill	Indefinite
Other intangibles	3 years – indefinite

Trademarks

Acquired trademarks are measured at historical cost. In view of the history of Cloetta’s trademark portfolio, combined with Cloetta’s commitment to continue supporting these trademarks with advertising and promotion resources and continuous product development, the useful lives of Cloetta’s trademarks are considered to be indefinite in nature. Trademarks with indefinite useful lives are not amortised, but are subject to impairment testing at least annually or whenever events or circumstances indicate a risk of impairment.

Goodwill

Goodwill arises on the acquisition of subsidiaries and represents the excess of the consideration transferred over the Group’s interest in the net fair value of the net identifiable assets and liabilities assumed by the acquiree, and the fair value of any non-controlling interest in the acquiree.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash generating units (CGUs), or groups of CGUs, that are expected to benefit from the synergies of the combination. Each CGU or group of CGUs to which the goodwill is allocated represents the lowest level within the Group at which goodwill is monitored for internal management purposes. A CGU is the lowest level to which an asset that generates cash flows independently from other assets can be allocated. In addition to the presentation of information following the primary segmentation of Branded packaged business versus Pick & mix, information is also presented per geography. The internal reporting format by geography provides the most relevant information for the groups of CGUs that benefit the most from acquisitions. As a result, the groups of CGUs used for impairment testing of goodwill do not constitute operating segments as described on pages 81-82. A group of CGUs is not larger than an operating segment.

Goodwill impairment tests are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and fair value less cost of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

Other intangible assets

An indefinite right of free electricity is capitalised at acquisition cost. In view of the indefinite nature of the right, the right is not amortised, but is subject to impairment testing at least annually or whenever events or circumstances indicate a risk of impairment.

Other intangible assets, except the right of free electricity, contain acquired customer lists, software and registration fees, and are capitalised at historical cost and amortised based on their useful lives, with the useful lives reviewed annually. Other intangible assets are subject to impairment testing at least annually, or whenever events or circumstances indicate a risk of impairment.

For determining whether an impairment charge in respect of any intangible asset applies, see Note 12.

XI Property, plant and equipment

Items of property, plant and equipment are valued at historical cost less accumulated depreciation and any accumulated impairment. Historical cost includes direct costs (materials, direct labour and work contracted out) and directly attributable overhead costs including interest expenses. Depreciation is accounted for using the straight-line method on the basis of the estimated useful life.

The estimated useful lives of property, plant and equipment are specified as follows:

Land	Indefinite
Buildings	20–50 years
Machinery and equipment	3–55 years
PP&E under construction	n/a
Right-of-use assets - land and buildings	1–35 years
Right-of-use assets - transport	1–6 years
Right-of-use assets - other equipment	1–12 years

The residual values and useful lives of the assets are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset’s carrying amount is immediately written down to its recoverable amount if the asset’s carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds from the disposal with the carrying amount and are recognised in the profit and loss account. The classification in the profit and loss account depends on the nature of the gains or losses on the disposal.

Subsequent expenditure is included in the carrying amount of an asset or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost can be reliably measured. All other repairs and maintenance costs are charged to the profit and loss account when incurred. The classification in the profit and loss account depends on the nature of the property, plant and equipment.

Subsidies and grants related to investments in property, plant and equipment are deducted from the historical cost or the construction cost of the related asset and are reflected in the profit and loss account as part of the depreciation charge.

PP&E under construction is not depreciated until the asset is substantially complete and ready for its intended use. PP&E under construction is subject to impairment testing whenever events or circumstances indicate a risk of impairment.

Depreciation of property, plant and equipment is recognised in cost of goods sold, selling expenses and general and administrative expenses in the profit and loss account depending on the nature of the asset.

XII Deferred tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In those cases, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that, at the time of the transaction, affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted at the balance sheet date and are expected to apply when the related deferred income tax asset is realised, or the deferred income tax liability is settled.

Deferred income tax assets are recognised for unused tax losses carried forward and deductible temporary differences, only to the extent that it is probable that future taxable profit will be available against which they can be used.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries, associates and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future, and there is sufficient taxable profit available against which the temporary difference can be utilised.

Deferred income tax liabilities arise on taxable temporary differences from investments in subsidiaries, with the exception of deferred income tax liabilities where the timing of the reversal of the temporary difference is controlled by the Group, and it is probable that the temporary difference will not reverse in the foreseeable future.

For unrecognised deductible temporary differences and tax losses carried forward, it is not yet probable that these may be utilised against future taxable profits or set off against other tax liabilities within the same tax group or tax jurisdiction.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

The positions taken in tax returns with respect to situations where the applicable tax rules are subject to interpretation are periodically evaluated. Provisions are established where appropriate on the basis of amounts expected to be paid to the respective tax authorities.

Deferred taxes are not discounted.

XIII Financial assets and liabilities

Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument. A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus transaction costs that are directly attributable to its acquisition or issue, for items not measured at fair value through profit and loss (FVTPL). A trade receivable without a significant financing component is initially measured at the transaction price.

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset are realised, expire, or the company has relinquished the right to receive the contractual cash flows in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in such transferred financial assets that is created or retained by the Group is recognised as a separate asset or liability.

On initial recognition, a financial asset is classified as measured at:

- Amortised cost,
- Fair value through other comprehensive income (FVOCI) – debt investment,
- FVOCI – equity investment, or
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- It is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

The Group's recognised financial assets, that are not derivatives, consist mainly of trade receivables and cash and cash equivalents, and to a minor extent of other receivables and accrued income. All these non-derivative financial assets meet the above criteria and are recognised at amortised cost.

Subsequent measurement and gains and losses	
– Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss. However, see Note 22 for derivatives designated as hedging instruments.
– Financial assets at amortised costs	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Impairment of financial assets

Trade and other receivables are initially recognised at fair value and are subsequently measured at amortised cost using the effective interest method less provisions for impairment. Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses (ECLs). Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument and are recognised in net sales in the profit and loss account. Apart from trade and other receivables, the only financial assets to which the impairment principles apply are cash and cash equivalents. These amounts are invested in banks with high credit ratings and ECLs are deemed to be negligible.

Cash and cash equivalents

Cash and cash equivalents represent cash in hand and cash at banks. Current account overdrafts at banks are included under borrowings under the heading current liabilities.

Offsetting financial instruments

The Group makes use of cash pooling. Insofar as the following criteria are met, the cash and cash equivalents of participating group companies and the current account overdraft are offset and presented in the balance sheet as a net amount:

- There is a legally enforceable right to offset the recognised amounts; and
- There is an intention to settle on a net basis or realise the asset and settle the liability simultaneously

Borrowings

Borrowings are initially recognised at fair value, being the amount received taking into account any premium or discount, and less transaction costs. Borrowings are subsequently stated at amortised cost. Any difference

between the proceeds (net of transaction costs) and the redemption value is recognised in the profit and loss account over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date, in which case they are classified as non-current liabilities.

A financial liability is derecognised when its contractual obligations are discharged, cancelled or expired. Transaction costs paid on the establishment of credit facilities are recognised to the extent that it is probable that some or all of the facility will be utilised. In such case, the transaction costs are recognised when the utilisation occurs. If it is probable that some or all of the facility will be utilised, the transaction costs are reported as deferred expense and netted against current borrowings and amortised over the contract period the facility relates to, using the effective interest rate method.

Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less. If payment is expected to be settled later than 12 months after the balance sheet date, the payable is presented as non-current liabilities. Trade payables are recognised initially at fair value and are subsequently measured at amortised cost using the effective interest method.

Derivative financial instruments and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into, and they are subsequently remeasured at their fair value. The method of recognising gains or losses depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The forward contracts to repurchase own shares, single currency interest rate swaps and forward foreign currency contracts are not designated as hedging instruments.

The fair values of various derivative financial instruments are disclosed in Note 22. Movements in the hedging reserve in other comprehensive income are shown in the statement of other comprehensive income. The fair value of a derivative is classified as a non-current asset or liability for the part which exceeds 12 months, and as a current asset or liability for the part that will expire within 12 months.

The fair value adjustment on single currency interest rate swaps is recognised in unrealised gains or losses on single currency interest rate swaps in net financial items in the profit and loss account. The fair value adjustment on the forward foreign currency contracts is recognised in the profit and loss account. The classification in the profit and loss account depends on the nature of the hedged item.

The contractual payments on single currency interest rate swaps are recognised in the realised gains or losses on single currency interest rate swaps in the net financial items in the profit and loss account.

The forward contracts to repurchase own shares are settled via shares for cash. Interest on the forward contracts to repurchase own shares is accrued over the contract period and settled in cash on the settlement date.

Net investment hedge

The Group applies hedge accounting. At the inception of the transaction, the Group documents the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

Any gain or loss on the hedging instrument relating to the effective portion of the hedge is recognised in other comprehensive income and

accumulated in the foreign currency translation reserve. The gain or loss relating to the ineffective portion is recognised in the profit and loss account within exchange differences on cash and cash equivalents in foreign currencies. When the hedged net investment is disposed of, the relevant amount in the foreign currency translation reserve is transferred to the profit and loss account as part of the gain or loss on disposals and recognised in the profit and loss account on the same line where the gain or loss of the disposal is accounted for. The Group has met the requirement for applying net investment hedge accounting.

XIV Impairment of non-current non-financial assets

Assets that have an indefinite useful life are not subject to amortisation but are tested annually for impairment. On the balance sheet date, the Group also assesses whether there are indications of impairment of assets that are subject to amortisation or depreciation. If such indications exist, an impairment test is performed. For the purpose of testing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). An asset is subject to impairment if its carrying value is higher than its recoverable value, where the recoverable value is the higher of an asset's fair value less cost of disposal and its value in use. Impairment costs are recognised immediately in the profit and loss account. The classification in the profit and loss account depends on the nature of the impaired asset.

Non-financial assets other than goodwill that are subject to an impairment loss are reviewed for possible reversal of the impairment at each reporting date. If it is established that a previously recognised impairment no longer applies or has decreased, the increased carrying amount of the asset in question is not set higher than what the carrying amount would have been if the impairment had not been recognised. See Note 1 (X) for impairment testing on goodwill.

XV Inventories

Raw materials are valued at the lower of cost or net realisable value. Cost is determined using the FIFO method.

Inventories of semi-finished and finished products are stated at the lower of cost or net realisable value. Costs represent the cash equivalent of the expenditure necessarily incurred to bring the goods acquired to the condition and location for their intended use. Costs related to work in progress and finished goods include the applicable materials and labour costs, other direct costs, a representative share of the fixed manufacturing overhead costs based on normal operating capacity, and variable manufacturing overhead costs based on actual production during the period.

Spare parts that do not meet the definition of property, plant and equipment are recognised as inventories and valued at cost, adjusted for any obsolescence provision.

Net realisable value represents the estimated selling price in the ordinary course of business less directly attributable, applicable variable selling expenses and less costs of completion of inventory.

The write-downs, additions and releases related to the provision for obsolete inventory are recognised in cost of goods sold in the profit and loss account.

XVI Current income tax

The current income tax charge is calculated on the basis of the tax rates (and laws) enacted or substantively enacted at the balance sheet date in the countries where the company and its subsidiaries operate and generate taxable income.

XVII Equity

Ordinary shares are classified as share capital. The consideration paid or received related to the purchase, sale and/or issue of new shares are shown in equity, net of tax. The consideration paid for the purchase of own shares includes the transaction costs paid. The incremental transaction costs directly attributable to the equity transaction are recognised as a deduction from equity. The remaining transaction costs (e.g., general

administrative costs) are recognised in the profit and loss account when incurred in the general and administrative expenses. The purchased own shares are classified as treasury shares.

XVIII Provisions

Provisions are recognised for legally enforceable or constructive obligations existing on the balance sheet date, when it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

Where there are a number of similar obligations, the likelihood that an outflow will be required for settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow, with respect to any item included in the same class of obligations, is small.

The initial recognition, subsequent additions and releases to a provision are recognised in the profit and loss account. The classification in the profit and loss account depends on the nature of the provision.

Provisions are measured at the present value of the expenditure expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as other financial expenses, third parties in the profit and loss account.

If the expenditure to settle an obligation is expected to be recovered from a third party, the recovery is carried as an asset in the balance sheet if it is virtually certain to be received upon settlement of the obligation.

XIX Employee benefits

Pension obligations

The liability recognised in the balance sheet in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds for all countries in the Eurozone. For the Swedish plans, the discount rate is based on mortgage bonds and for the Norwegian pension plans, the market yield of covered bonds is used. The rates of these bonds are used as equivalent to high-quality corporate bond rates in countries where there is no deep market in such bonds.

Remeasurements arising from defined benefit plans also include the return on plan assets excluding interest and the effect of the asset ceiling, if any, excluding interest. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in other comprehensive income when incurred. All other expenses related to defined benefit plans are recognised in the profit and loss account when incurred, either in cost of goods sold, selling expenses or general and administrative expenses. A curtailment will be recognised when there is a significant reduction of the number of employees covered by a plan. This might result from an isolated event, such as the closing of a plant, discontinuance of an operations or termination of suspension of a plan.

The interest on defined benefit obligations and plan assets is recognised in net financial items in the profit and loss account when incurred.

The defined benefit schemes in industry sector pension funds, which are held by pension funds that are not able to provide company-specific or reliable information, are accounted for as though they are defined contribution schemes. In the event of a deficit in these pension funds, the company has no obligation to provide supplementary contributions, other than higher future contributions.

The contributions are recognised as personnel costs, which are included either in cost of goods sold, selling expenses or general and administrative expenses in the profit and loss account. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available to the Group.

Termination benefits

Termination benefits are payable when employment is terminated before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for special compensation. A provision is recognised on the termination of employees as a result of either an entity's decision to terminate employment before the normal retirement date or an employee's decision to accept an offer of benefits in exchange for the termination of employment. The expenses related to this provision are recognised in personnel expenses, which are included either in cost of goods sold, selling expenses or general and administrative expenses in the profit and loss account.

Share-based long-term incentive plans

The incentive plans qualify as equity-settled share-based payments. The expenses for the plans will amount to the grant date fair value per share right times the number of share rights vested, including any accelerated vesting. The expenses are recognised as personnel expenses, which are included either in cost of goods sold, selling expenses and general and administrative expenses in the profit and loss account.

The total expense depends on the number of share rights vested, but any changes in the price of the Cloetta share after the grant date do not impact the total expense. In some jurisdictions, social security expenses have to be paid. The total expense for social security contributions will be based on the vesting date fair value of the Cloetta share and is accrued on the balance sheet until vesting of the shares. Social security expenses recognised in the profit and loss account will therefore vary with changes in the share price.

XX Leases

The Group recognises a right-of-use asset and a lease liability at the commencement date of a lease contract. The right-of-use asset is initially measured at cost, comprising the amount of the initial measurement of the lease liability, any lease payments made at or before commencement date less any lease incentives received, any initial direct costs and restoration costs, and is subsequently measured at cost less any accumulated depreciation and impairment losses and adjusted for certain remeasurements of the lease liability. Contracts may contain both lease and non-lease

components. The Group has elected not to separate lease and non-lease components and instead accounts for these as a single lease component. The lease liability is initially measured at the present value of the lease payments that are not paid at commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate. The Group determines the incremental borrowing rate using a build-up approach that starts with a risk-free interest rate, adjusted for inflation, country risk premium, security and lease specific adjustments for different asset categories and lease terms. The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payments made. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised. The only exceptions on the recognition of right-of-use assets and lease liabilities at the commencement date of a lease contract are short-term and low-value leases. Lease payments for short-term and low-value leases are recognised in the cost of goods sold, selling expenses and in the general and administrative expenses, depending on the nature of the lease, on a straight-line basis over the lease term.

Note 2 Business segments

See Note 1, section "Segment reporting" on pages 81–82 for further explanation regarding identification of segments.

The Cloetta Group comprises two segments: "Branded packaged products" and "Pick & mix". The Pick & mix net sales and adjusted operating profit relate to Cloetta's complete offering in pick & mix including products, displays and accompanying store and logistic services. All other activities within the Cloetta Group are reflected in the Branded packaged products segment.

2023 SEKm	Branded packaged products	Pick & mix	Total
Net sales	6,153	2,148	8,301
Operating profit, adjusted	786	13	799
Items affecting comparability			-64
Operating profit			735
Net financial items			-165
Profit before tax			570
Income tax			-133
Profit for the period			437

2022 SEKm	Branded packaged products	Pick & mix	Total
Net sales	5,169	1,700	6,869
Operating profit, adjusted	669	22	691
Items affecting comparability			-225
Operating profit			466
Net financial items			-123
Profit before tax			343
Income tax			-68
Profit for the period			275

Note 3 Breakdown of income

See Note 1 (I) for the accounting policy.

Disaggregation of revenue from contracts with customers

Cloetta recognises revenues from the sales of goods and rendering of services at a point in time in the following major sales categories.

Net sales	2023	2022
SEKm		
Branded packaged products	6,153	5,169
Pick & mix	2,148	1,700
Total	8,301	6,869

The breakdown of net sales by category is as follows:

2023 SEKm	Branded packaged products	Pick & mix	Total
Candy	3,532	1,627	5,159
Chocolate	1,112	481	1,593
Pastilles	807	-	807
Chewing gum	411	-	411
Nuts	120	40	160
Other	171	-	171
Total	6,153	2,148	8,301

2022 SEKm	Branded packaged products	Pick & mix	Total
Candy	2,918	1,312	4,230
Chocolate	969	342	1,311
Pastilles	694	-	694
Chewing gum	354	-	354
Nuts	118	46	164
Other	116	-	116
Total	5,169	1,700	6,869

The breakdown of net sales by country is as follows:

%	2023	2022
Sweden	30	30
Finland	21	21
The Netherlands	15	14
Denmark	10	9
The UK	5	6
Norway	6	7
Germany	6	6
International Markets	7	7
Total	100	100

No individual customer accounts for more than 10 per cent of Cloetta's total net sales. See Note 13 for the breakdown of property, plant and equipment and intangible assets by country.

Note 4

Amortisation of intangible assets, depreciation of property, plant and equipment and impairments of non-current assets

See Notes 1 (II), (III), (IV), (X), (XI) and (XIV) for the accounting policy.

SEKm	2023	2022
Software	2	3
Other intangibles	11	11
Land and buildings	26	24
Machinery and equipment	160	148
Right-of-use assets	96	76
Total amortisation and depreciation	295	262
Amortisation and depreciation have been allocated by function as follows:		
Cost of goods sold	204	173
Selling expenses	11	11
General and administrative expenses	80	78
Total amortisation and depreciation	295	262
(Reversal of) Impairment		
Property, plant and equipment	-17	136
Total (reversal of) impairment	-17	136
Depreciation charge right-of-use assets by asset category:		
Land and buildings	37	34
Transport	35	29
Other equipment	24	13
Total depreciation charge right-of-use asset	96	76

The impairment losses and reversals of impairments on property, plant and equipment mainly relate to the investment in the greenfield facility and the closures of the factories in Roosendaal and Turnhout. These have been recognised in cost of goods sold.

Note 5

Expenses by type

See Notes 1 (II), (III), (IV) and (V) for the accounting policy.

SEKm	2023	2022
Raw materials and consumables used including change in inventory of finished goods and work in progress	3,561	2,973
Personnel expenses (See Note 6)	1,710	1,589
Depreciation, amortisation and impairment charges (See Note 4)	278	398
Transportation expenses	244	258
Lease expenses	34	27
Advertising, promotion, selling and marketing expenses	423	416
Energy expenses	480	175
Maintenance expenses	156	132
Other operating expenses	680	435
Total operating expenses	7,566	6,403

The costs recognised relating to research and development amount to SEK 37m (32).

Note 6

Personnel expenses and number of employees

See Note 1 (V) for the accounting policy.

Personnel expenses are specified as follows:

SEKm	2023	2022
Salaries and remuneration Group Management Team		
– Sweden	42	35
– Other	30	23
Of which, short-term variable compensation		
– Sweden	15	12
– Other	9	7
Pension costs Group Management Team		
– Defined contribution plans	8	8
Total salaries, remuneration and pension costs Group Management Team	80	66
Salaries and remuneration, other employees		
– Sweden	200	216
– Other	896	777
Pension costs, other employees		
– Defined contribution plans	87	87
– Defined benefit plans	6	6
Total salaries, remuneration and pension costs, other employees	1,189	1,086
Personnel expenses, all employees		
Total salaries, remuneration and pension costs	1,269	1,152
Social security expenses	281	253
Other personnel costs	160	184
Total personnel expenses	1,710	1,589

The average number of employees is as follows:

#	2023	2022
– Group Management Team	10	10
– Other employees	2,572	2,588
Of whom, women		
– Group Management Team	2	2
– Other employees	1,378	1,362

The average number of employees by country is as follows:

#	2023	2022
Sweden	647	648
Slovakia	739	756
The Netherlands	512	518
Finland	223	221
The UK	122	120
Belgium	116	117
Denmark	112	104
Ireland	65	62
Norway	29	31
Germany	9	11
Italy	3	3
Other	5	7
Total	2,582	2,598
Of whom, women:		
Sweden	330	326
Slovakia	452	461
The Netherlands	180	171
Finland	186	184
The UK	93	88
Belgium	24	22
Denmark	68	62
Ireland	24	23
Norway	15	16
Germany	6	7
Italy	1	1
Other	1	3
Total	1,380	1,364

The specification of the gender distribution is as follows:

%	2023	2022
Percentage of women		
Board of Directors	43	38
Group Management Team	20	20
Other employees	54	53

See pages 66–67 for further details on remuneration of the Group Management Team.

Note 7

Remuneration of the Board

Costs incurred 2023 SEK 000s	Board fees	Committee fees	Total
Board Chairman			
Mikael Norman	743	100	843
Board members			
Mikael Aru ²	108	33	141
Patrick Bergander	325	150	475
Malin Jennerholm	325	67	392
Lottie Knutson ²	108	-	108
Pauline Lindwall ¹	217	-	217
Alan McLean Raleigh	325	100	425
Camilla Svenfelt	325	100	425
Mikael Svenfelt	325	150	475
Total	2,801	700	3,501

Costs incurred 2022 SEK 000s	Board fees	Committee fees	Total
Board Chairman			
Mikael Norman	715	100	815
Board members			
Mikael Aru	322	100	422
Patrick Bergander	322	150	472
Malin Jennerholm ³	217	-	217
Lottie Knutson	322	-	322
Alan McLean Raleigh	322	100	422
Camilla Svenfelt	322	100	422
Mikael Svenfelt	322	150	472
Total	2,864	700	3,564

1) Elected as per 4 April 2023
2) Resigned on 4 April 2023
3) Elected as per 6 April 2022

Note 8

Items affecting comparability

See Note 1 (IX) for the accounting policy.

SEKm	2023	2022
Acquisitions, integration and restructurings	-64	-249
of which: (reversal) of impairment losses property, plant and equipment	23	-134
Other items affecting comparability	-	24
Total	-64	-225
Corresponding line in the consolidated profit and loss account:		
Cost of goods sold	-48	-210
Selling expenses	1	-4
General and administrative expenses	-17	-11
Total	-64	-225

The items affecting comparability are mainly related to the greenfield facility, consisting of recognised reversals of impairment losses of property, plant and equipment of SEK 23m and other items affecting comparability of SEK -87m. See pages 132–133 for alternative performance measures.

Note 9

Net financial items

See Notes 1 (VI) and (XIII) for the accounting policy.

SEKm	2023	2022
Exchange differences in cash and cash equivalents in foreign currencies	-43	-143
Other financial income, third parties	91	21
Other financial income at amortised cost	91	21
Unrealised gains on single currency interest rate swaps	-	57
Realised gains on single currency interest rate swaps	37	5
Other financial income at fair value	37	62
Total other financial income	128	83
Interest expenses, third-party borrowings	-178	-48
Interest expenses, third-party pensions	-9	-4
Amortisation of capitalised transaction costs	-5	-3
Other financial expenses, third parties	-13	-8
Other financial expenses at amortised cost	-205	-63
Unrealised losses on single currency interest rate swaps	-45	-
Other financial expenses at fair value	-45	-
Total other financial expenses	-250	-63
Net financial items	-165	-123

Note 10

Income taxes

See Notes 1 (VII) and (XII) for the accounting policy.

SEKm	2023	2022
Current income tax	-84	-130
Deferred income tax	-49	62
Total	-133	-68
The year's income tax expense corresponds to an effective tax rate of, %		
	23.3	19.8
The difference between the effective tax rate and the applicable tax rate in Sweden is attributable to the following items:		
SEKm	2023	2022
Profit before tax	570	343
Tax calculated at applicable tax rate for the Parent Company	-117	-71
International rate differences	0	15
Expenses not deductible for tax purposes	-2	-6
Adjustments recognised in the period for tax of prior periods	8	7
Tax losses for which no deferred income tax asset was recognised in previous years	-18	-6
Other	-4	-7
Income tax	-133	-68
Reported effective tax rate, %	23.3	19.8
Tax rate of Parent Company, %	20.6	20.6

The applicable tax rate for the Parent Company is the enacted Swedish corporate income tax rate.

The reported effective tax rate is based on the relative proportion of the group companies' contributions to profit before tax and the applicable tax rates and regulations in the countries concerned.

The OECD Pillar Two legislation was enacted in Sweden and has come into effect on 1 January 2024. Pillar Two introduces a minimum effective tax rate via a system where multinational groups with consolidated revenue over EUR 750m in at least two out of the last four years are subject to a minimum effective tax rate of 15%. Cloetta's net sales for 2023 exceeded this threshold for the first time. As a result, the Pillar Two legislation is not yet applicable for Cloetta. Cloetta is in the process of assessing its exposure to the Pillar Two legislation in case the revenue requirements are met for two years out of the last four years.

Note 11

Audit fees

SEKm	2023	2022
Fee for auditing services	6	6
Fee for other services		
– Tax advice	-	-
– Audit-related advice	-	-
– Other	0	0
Total other services	0	0
Total audit fees	6	6

For both the financial years 2022 and 2023 PwC was elected as auditor of the Group.

Auditing services relate to:

- The audit of the consolidated financial statements,
- The audit of the statutory financial statements of the Parent Company and of its subsidiaries,
- The audit of the Parent Company's administration by the Board of Directors and the President and CEO,
- The procedures for the auditor's statement regarding the guidelines for remuneration to senior executives, pursuant to Chapter 8, Section 54 of the Swedish Companies Act (2005:551),
- The procedures for the auditor's limited assurance report on Cloetta's sustainability report and opinion on the statutory sustainability report, and
- The procedures for the auditor's statement regarding the compliance with European Single Electronic Format (ESEF) regulation

Note 12

Intangible assets

See Notes 1 (X) and (XIV) for the accounting policy.

SEKm	Trademarks	Goodwill	Other intangibles	Total
1 January 2022				
Acquisition or production costs	3,168	2,624	272	6,064
Accumulated amortisation and impairments	-58	-233	-191	-482
Book value at 1 January 2022	3,110	2,391	81	5,582
Movements in 2022				
Additions	-	-	2	2
Amortisation	-	-	-14	-14
Exchange differences	133	179	1	313
Total	133	179	-11	301
31 December 2022				
Acquisition or production costs	3,301	2,823	275	6,399
Accumulated amortisation and impairments	-58	-253	-205	-516
Book value at 31 December 2022	3,243	2,570	70	5,883
Movements in 2023				
Additions	-	-	2	2
Amortisation	-	-	-13	-13
Exchange differences	-5	-5	0	-10
Total	-5	-5	-11	-21
31 December 2023				
Acquisition or production costs	3,296	2,817	246	6,359
Accumulated amortisation and impairments	-58	-252	-187	-497
Book value at 31 December 2023	3,238	2,565	59	5,862
Estimated useful life	Indefinite	Indefinite	3 years – indefinite	

The carrying amount of software includes an amount of SEK 0m (1) for software under construction.

The other intangibles consist mainly of capitalised customer lists and benefits related to the right to free electricity.

Impairment testing of goodwill and trademarks

Goodwill and trademarks do not generate cash inflows that are largely independent of those from other assets. These are therefore allocated to the cash-generating unit (CGU) or group of CGUs expected to benefit most from these assets. A CGU is the lowest level to which an asset that generates cash flows independently from other assets can be allocated. A group of CGUs is not larger than an operating segment.

The estimated recoverable amount of all CGUs and groups of CGUs has been determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by the company's management covering a five-year period, taking into account asset specific risks. Cash flows beyond the five-year period are extrapolated using a terminal growth rate.

The most important assumptions in the calculations are the terminal growth rate and the pre-tax discount rate. EBITDA is a key assumption when establishing the financial budgets. These assumptions reflect, and do not differ from, prior experience and external information sources. EBITDA is determined in the annual budget process. The terminal growth rate is determined by assuming that the business will grow in line with consumer prices/inflation based on central bank forecasts or similar unless otherwise stated. The terminal growth rate is in line with the Group's long-term goal for organic growth and the management's judgement.

These assumptions have been used for the analysis of each CGU and group of CGUs in the impairment analysis. The budgeted figures are based on past performance and the company management's expectations for market development. The weighted average growth rates used are consistent with the forecasts used in the Group. Discount rates have been determined by applying the capital asset pricing model. The discount rates used are pre-tax and reflect specific risks relating to the relevant industry and the risk particularly associated with the asset for which the estimates of the future cash flows have not been adjusted.

For impairment testing, the following assumptions have been used

	Terminal growth rate		Pre-tax discount rate including inflation	
%	2023	2022	2023	2022
Sweden	2.1	2.2	10.8	11.0
Denmark & Norway	2.1	2.2	10.7	10.8
Finland	2.1	2.2	10.9	10.9
The Netherlands	2.1	2.2	11.0	11.5
The Netherlands & Germany	2.1	2.2	11.4	11.7
International Markets & the UK	2.1	2.2	12.7	12.7
Group	2.1	2.2	11.0	11.0

The following summary specifies the allocation of goodwill to the different groups of cash-generating units

SEKm	Sweden	Norway & Denmark	Finland	International Markets & the UK	The Netherlands & Germany	Total
1 January 2022	509	487	1,054	49	292	2,391
Exchange rate differences	31	29	89	4	26	179
31 December 2022	540	516	1,143	53	318	2,570
Exchange rate differences	-1	-1	-2	0	-1	-5
31 December 2023	539	515	1,141	53	317	2,565

Trademarks

For trademarks, the related CGUs are the commercial organisations of the countries that own the respective trademarks. The products are mainly sold in the countries owning the trademarks. If products are sold by Group companies in other countries, the trademark owner charges royalty fees to the selling party.

The following summary specifies the allocation of trademarks to the different cash-generating units

SEKm	Sweden	Finland	The Netherlands	Other (corporate assets)	Total
1 January 2022	1,545	531	975	59	3,110
Exchange rate differences	-	45	86	2	133
31 December 2022	1,545	576	1,061	61	3,243
Exchange rate differences	-	-1	2	-6	-5
31 December 2023	1,545	575	1,063	55	3,238

Key assumptions underlying the cash flow projections

EBITDA is the key assumption underlying the cash flow projections for the period covered by recent forecasts and is determined on external market studies on growth of market, historical growth rates, current market developments and outlook for a five year period.

Impairment of goodwill and trademarks

An impairment analysis has been performed in which the carrying amount of a CGU or group of CGUs is compared with the total recoverable amount. No impairments on goodwill or trademarks have been recorded in the financial years 2022 and 2023. A reasonable change in key assumptions is not expected to trigger any impairment.

Goodwill

Goodwill is allocated to a CGU or group of CGUs not larger than an operating segment. The allocation has been made to the groups of CGUs that correspond to the operating segments that are expected to benefit most, which are the commercial organisations of Sweden, Denmark & Norway, Finland, the Netherlands & Germany, and International Markets & the UK.

Corporate assets

Group-wide assets and liabilities, including the right of free electricity and software under construction, that cannot be directly allocated on a reasonable and consistent basis to the CGUs or groups of CGUs are classified as corporate assets. A group impairment analysis has been performed in which the carrying amount of the total group of CGUs, including the portion of the carrying amount representing the Group's corporate assets, is compared with the total recoverable amount.

Impairment testing of other intangibles

The right to free electricity with a book value of SEK 14m has an indefinite useful life and is tested annually for impairment by comparing the discounted value of the expected future energy consumption and the book value of the asset. No impairment was recorded in the financial years 2022 and 2023.

Note 13 Property, plant and equipment

See Notes 1 (XI) and (XIV) for the accounting policy.

SEKm	Land and buildings	Machinery and equipment	Assets under construction	Right-of-use assets	Total
1 January 2022					
Acquisition or production costs	897	3,942	104	286	5,229
Accumulated depreciation and impairments	-413	-3,095	-	-145	-3,653
Book value at 1 January 2022	484	847	104	141	1,576
Movements in 2022					
Additions	-	-	212	82	294
Disposals	-	-1	-	-1	-2
Early terminations right-of-use assets	-	-	-	-1	-1
Transfers	17	134	-151	-	-
Depreciation	-24	-148	-	-76	-248
Impairments	-26	-102	-8	-	-136
Exchange differences	32	47	9	10	98
Total	-1	-70	62	14	5
31 December 2022					
Acquisition or production costs	978	4,281	174	354	5,787
Accumulated depreciation and impairments	-495	-3,504	-8	-199	-4,206
Book value at 31 December 2022	483	777	166	155	1,581
Movements in 2023					
Additions	-	-	280	97	377
Disposals	-	-	-	-1	-1
Early terminations right-of-use assets	-	-	-	-1	-1
Transfers	29	172	-201	-	-
Depreciation	-26	-160	-	-96	-282
(Reversals of) impairments	9	2	6	-	17
Exchange differences	-1	1	-6	1	-5
Total	11	15	79	0	105
31 December 2023					
Acquisition or production costs	1,004	4,324	248	340	5,916
Accumulated depreciation and impairments	-510	-3,532	-3	-185	-4,230
Book value at 31 December 2023	494	792	245	155	1,686
Estimated useful life	Buildings: 20–50 years Land: Indefinite	3–55 years	N/A	1–35 years	

The reversal of impairments on property, plant and equipment of SEK 17m mainly relates to the investment in the greenfield facility and postponed closure of the Spoorstraat factory in Roosendaal, the Netherlands and Turnhout, Belgium. The reversal of impairments has been charged to cost of goods sold.

At 31 December 2023, the Group had contractual commitments for purchases of property, plant and equipment for an amount of SEK 158m (109).

Right-of-use assets are broken down as follows:

SEKm	31 Dec 2023	31 Dec 2022
Land and buildings	85	104
Transport	50	40
Other equipment	20	11
Total	155	155

The estimated useful lives of machinery and equipment can be further specified as follows:

	Estimated useful life
Production lines	5–35 years
Packaging lines	5–25 years
Production equipment	5–55 years
IT hardware	3–5 years
Fixtures	5 years
Furniture	5–10 years
Production vehicles	7–15 years
Vehicles	5 years
Other	5–10 years

Note 14 Tax assets and liabilities

See Notes 1 (VII) and (XII) for the accounting policy.

Deferred tax assets and liabilities relate, among other things, to the tax effect of the difference between the tax base of the defined asset or liability and its carrying amount and the recognised tax losses carried forward.

Movements of deferred tax assets and liabilities per category are specified as follows:

SEKm	Tax losses carried forward	Property plant and equipment	Intangible assets	Provisions (incl. pensions)	Other assets and liabilities	Total
1 January 2022	53	-137	-693	55	-99	-821
Profit and loss account (charge)/ credit for the year	58	7	-3	-5	-15	42
Adjustments recognised in the period for tax of prior periods	0	2	10	27	3	42
Effect of rate changes	1	0	0	0	0	1
Other (including exchange differences)	-20	-9	-33	-31	-12	-105
31 December 2022	92	-137	-719	46	-123	-841
Profit and loss account (charge)/ credit for the year	-18	16	-26	-15	12	-31
Adjustments recognised in the period for tax of prior periods	20	7	-5	-26	-14	-18
Other (including exchange differences)	2	-1	2	9	1	13
31 December 2023	96	-115	-748	14	-124	-877

The breakdown of property, plant and equipment and intangible assets by country is as follows:

SEKm	31 Dec 2023	31 Dec 2022
Sweden	2,485	2,482
Finland	1,757	1,766
The Netherlands	1,615	1,574
Slovakia	720	650
Other countries	971	992
Total	7,548	7,464

Deferred tax assets and liabilities are broken down as follows:

SEKm	31 Dec 2023	31 Dec 2022
Deferred tax assets	23	43
Deferred tax liabilities	-900	-884
Total	-877	-841

Deferred tax assets are expected to be realised as follows:

SEKm	31 Dec 2023	31 Dec 2022
Deferred tax asset to be realised after more than 12 months	22	37
Deferred tax asset to be realised within 12 months	1	6
Total	23	43

The composition of deferred tax assets for deductible temporary differences and tax losses carried forward is as follows:

	31 Dec 2023		31 Dec 2022	
SEKm	Recog-nised	Not recog-nised	Recog-nised	Not recog-nised
Deductible temporary differences	76	-	83	-
Tax losses carried forward	96	72	92	33
Total	172	72	175	33

In the countries where Cloetta has tax losses carried forward, these do not expire.

Deferred tax liabilities

The deferred tax liability is recognised to account for the taxable temporary differences between the tax bases of intangible assets, property, plant and equipment, work in progress, inventories, receivables and provisions and their carrying amounts.

SEKm	31 Dec 2023	31 Dec 2022
Deferred tax liability to be recovered after more than 12 months	829	867
Deferred tax liability to be recovered within 12 months	71	17
Total	900	884

Current income tax

SEKm	31 Dec 2023	31 Dec 2022
Current income tax assets	47	44
Current income tax liabilities	-51	-77
Total	-4	-33

See also Note 30 for further details regarding accounting estimates and judgements in respect of the ongoing tax audits.

Note 15 Non-current financial assets

See Note 1 (XIII) for the accounting policy.

SEKm	31 Dec 2023	31 Dec 2022
Deposits	3	3
Total	3	3

The fair values of non-current financial assets approximate their carrying amounts.

None of the different classes of non-current financial assets contain impaired assets. The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable mentioned above. The Group does not hold any collateral as security.

Note 16 Inventories

See Note 1 (XV) for the accounting policy.

Inventories for own use and resale comprise:

SEKm	31 Dec 2023	31 Dec 2022
Raw materials and consumables	378	386
Work in progress	90	63
Finished goods and goods for resale	824	641
Total	1,292	1,090

Movements in the provision for obsolete inventory are as follows:

SEKm	2023	2022
At 1 January	12	17
Provision for impairment of inventories	20	10
Inventories written off during the year as obsolete	-4	-7
Unused amounts reversed	-14	-9
Exchange differences	0	1
At 31 December	14	12

Recognition of provisions for impairment of inventories and unused amounts reversed are included in "Raw materials and consumables used including change in inventory of finished goods and work in progress" in the expenses by type in Note 5.

Note 17

Trade and other receivables

See Note 1 (XIII) for the accounting policy.

SEKm	31 Dec 2023	31 Dec 2022
Trade receivables before loss allowances	1,003	924
Loss allowances for trade receivables	-24	-5
Trade receivables	979	919
Other receivables	58	64
Prepaid expenses and accrued income	52	47
Total	1,089	1,030

The individual trade receivables for which provisions were made relate to uncollectible receivables that are not covered by credit insurance.

Movements in the loss allowance for trade receivables are as follows:

SEKm	2023	2022
At 1 January	5	2
Provision for impairment of trade receivables	24	4
Trade receivables written off during the year as uncollectible	-3	-1
Unused amounts reversed	0	0
Exchange differences	-2	0
At 31 December	24	5

During 2023, a provision for impairment of trade receivables of SEK 24m was recognised and relates to one of the largest retail customers in the UK that went into administration.

The age analysis of the trade receivables including loss allowances is as follows:

SEKm	31 Dec 2023			31 Dec 2022		
	Gross carrying amount	Loss allowance	Net carrying amount	Gross carrying amount	Loss allowance	Net carrying amount
Current (not past due)	948	-	948	867	-	867
Up to 30 days past due	25	-	25	41	-	41
30 to 60 days past due	3	-1	2	7	-3	4
60 to 90 days past due	0	-	-	0	-	0
Over 90 days past due	27	-23	4	9	-2	7
Total	1,003	-24	979	924	-5	919

The other receivables and prepaid expenses and accrued income do not contain any provided amounts.

As of 31 December 2023, trade receivables of SEK 31m (52) were past due but provided for. These relate to a number of customers for whom there is no recent history of default.

Credit losses on other receivables and accrued income are expected to be immaterial.

Trade receivables in an amount of SEK 105m (78) are covered by credit insurance.

The carrying amounts are assumed to approximate the fair values of trade receivables and other receivables. The maximum exposure to credit risk at the reporting date is the carrying amount of each class of receivable mentioned above, adjusted for the part covered by credit insurance. The Group does not hold any collateral as security.

The carrying amounts of trade receivables are denominated in the following currencies:

SEKm	31 Dec 2023	31 Dec 2022
Euro	362	376
Swedish krona	272	221
Danish krone	245	216
Great Britain pound	58	60
Norwegian krone	29	33
US dollar	5	4
Other currencies	8	9
Total	979	919

The breakdown of prepaid expenses and accrued income is as follows:

SEKm	31 Dec 2023	31 Dec 2022
Prepaid IT expenses	12	11
Prepaid rent, insurance and lease charges	8	8
Prepaid personnel-related expenses	4	4
Prepaid marketing expenses	1	2
Prepaid deposits	0	3
Other prepaid expenses	27	17
Other accrued income	0	2
Total	52	47

Note 18

Cash and cash equivalents

See Note 1 (XIII) for the accounting policy.

The item cash and cash equivalents in the consolidated cash flow statement and consolidated balance sheet consists of the following:

SEKm	31 Dec 2023	31 Dec 2022
Cash and cash equivalents	658	583
Total	658	583

All cash and cash equivalents are available on demand.

Cloetta AB (publ) has a Multicurrency Zero Balancing Cash Pool (MZBCP) enabling the company and its subsidiaries to use the funds available as deposited in the bank in one or more currencies for the purpose of efficient liquidity management and daily payments in the ordinary course of business. The MZBCP provides the possibility to make withdrawals from accounts held by the bank in different currencies and in different countries without the necessary funds being available in the respective currency, provided that the corresponding funds are available considering the balances on all accounts in the MZBCP, and any amounts available for this purpose pursuant to any credit facility and/or intraday revolving facility agreed upon separately. The MZBPC is based on, and connects, accounts in local account structures in different countries in which group companies participate as sub-account holders.

The following table shows the carrying amounts of recognised offsetting of financial assets and liabilities relating to the MZBCP:

2023 SEKm	Gross amounts of financial instruments	Offsetting negative cash balances by positive cash balances in cash pools	Net amount presented in the balance sheet	Related financial instruments that are not offset		Net amount
				Cash balances outside cash pools	Other loans from credit institutions	
Cash and cash equivalents	4,805	-4,196	609	49	-	658
Total assets	4,805	-4,196	609	49	-	658
Loans from credit institutions	4,196	-4,196	-	-	2,187	2,187
Total liabilities	4,196	-4,196	-	-	2,187	2,187

2022 SEKm	Gross amounts of financial instruments	Offsetting negative cash balances by positive cash balances in cash pools	Net amount presented in the balance sheet	Related financial instruments that are not offset		Net amount
				Cash balances outside cash pools	Other loans from credit institutions	
Cash and cash equivalents	5,469	-4,906	563	20	-	583
Total assets	5,469	-4,906	563	20	-	583
Loans from credit institutions	4,906	-4,906	-	-	2,190	2,190
Total liabilities	4,906	-4,906	-	-	2,190	2,190

Note 19

Equity

See Notes 1 (XVII) and (XIX) for the accounting policy.

Capital management

The Board's financial objective is to maintain a strong financial position that contributes to maintaining investor, creditor and market confidence and to providing a platform for ongoing development of the business. Capital consists of total equity. The Board of Directors proposes the dividend to the shareholders.

The company's long-term intention is a dividend pay-out of between 40 and 60 per cent of profit after tax. Both in 2023 and 2022, the ambition was to continue using cash flows to pay dividends and to maximise financial flexibility for complementary acquisitions.

The Group's objective when managing capital is to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital. The Group monitors capital on the basis of the net debt/EBITDA ratio (leverage). This ratio is calculated as net debt divided by EBITDA, adjusted for items affecting comparability. The Group has defined a long-term leverage target of 2.5x. The net debt/EBITDA ratio at 31 December 2023 was 1.7x (1.9).

Dividend per share

The Annual General Meeting (AGM) approved the following dividend on 4 April 2023 and 6 April 2022.

	2023	2022
Dividend per share, SEK	1.00	1.00
Total dividend, SEKm	285	287
Dividend as a percentage of profit for the previous year	104¹	61
Payment date	April 2023	April 2022

1) The dividend as percentage of profit for the previous year, adjusted for the impact of recognised impairments and provisions and other items affecting comparability including the tax impact related to the investment in the greenfield facility amounted to 63 per cent.

After the reporting date, the following dividend was proposed by the Board of Directors. The dividend has not been recognised in the balance sheet at reporting date.

	2023	2022
Dividend per share, SEK	1.00	1.00
Total dividend, SEKm	285	285

The Board of Directors proposes that the total earnings in the Parent Company at the disposal of the AGM amounting to SEK 848m (1,115) are to be distributed to the shareholders in the amount of SEK 285m (285) and to be carried forward to new account in the amount of SEK 563m (830).

Group equity

Share capital

The number of shares authorised, issued and fully paid up at 31 December 2023 was 288,619,299 (288,619,299). The number of shares consists of 5,735,249 (5,735,249) class A shares and 282,884,050 (282,884,050) class B shares. All shares grant equal entitlement to participate in the company's assets and profits. The quota value (par value) of the share is SEK 5.00. Should the company issue new shares of class A and class B through a cash or set-off issue, holders of class A and class B shares have the right to subscribe for new shares of the same class in proportion to the number of shares already held on the record date. If the issue includes only class B shares, all holders of class A and class B shares have the right to subscribe for new class B shares in proportion to the number of shares already held on the record date. The corresponding rules of apportionment are applied in the event of a bonus issue or issue

of convertibles and subscription warrants. The transference of a class A share to a person who is not previously a holder of class A shares in the company is subject to a pre-emption procedure, except when the transfer is made through division of joint property, inheritance, testament or gift to the person who is the closest heir to the bequeather. See page 43 for further details.

Cloetta has purchased 1,622,932 shares at an average share price, including incremental transaction costs, of SEK 20.6560 during the period 31 October 2022 till 23 November 2022 and 63,704 shares at an average share price, including incremental transaction costs, of SEK 17.8289 on 30 October 2023. These shares are held as treasury shares. The treasury shares are held with the purpose of issuing shares to the participants of LTI'21, LTI'22 and LTI'23 at vesting date.

Foreign currency translation reserve

The foreign currency translation reserve consists of all exchange gains and losses arising on translation of the financial statements of foreign operations that present their financial statements in a currency other than that used by the Group. This includes foreign currency differences on monetary items that are a receivable from or payable to a foreign operation, for which settlement is neither planned nor likely to occur in the foreseeable future.

Retained earnings

Retained earnings comprise the sum of profit for the year and retained earnings from previous years.

Changes in equity

For disclosures about changes in equity in the Group, see the consolidated statements of changes in equity on page 79.

Hedge of a net investment in a foreign operation (Net investment hedge)

The Group applies hedge accounting for the investment in trademarks in Cloetta Ireland Ltd., Cloetta Suomi Oy, Cloetta Holland B.V. and Cloetta Slovakia s.r.o. See Note 1 (XIII) for further details on the applied hedge accounting.

Share-based payments

See Note 23 for further details about share-based payments.

Note 20

Earnings per share

Basic earnings per share are calculated by dividing the profit for the year attributable to owners of the Parent Company by the weighted average number of shares outstanding. Diluted earnings per share are calculated

by dividing the profit for the year attributable to owners of the Parent Company by the weighted average number of shares outstanding adjusted for the dilutive effect of share-based payments.

The calculation of basic and diluted earnings per share is based on the following profit attributable to ordinary shareholders and the weighted-average number of ordinary shares outstanding:

	2023	2022
Profit for the year, attributable to ordinary shareholders (in SEKm) (basic and diluted)	437	275
Number of issued ordinary shares at 1 January	288,619,299	288,619,299
Effect of purchase of treasury shares	-3,224,382	-1,812,948
Weighted average number of ordinary shares during the year before dilution	285,394,917	286,806,351
Effect of share-based payments	255,901	83,886
Weighted average number of ordinary shares during the year after dilution	285,650,818	286,890,237
Basic earnings per share, SEK	1.53	0.96
Diluted earnings per share, SEK	1.53	0.96

Cloetta purchased 63,704 (1,622,932) treasury shares to fulfill its future obligation to deliver shares to the participants of the long-term share-based incentive plans.

Note 21

Borrowings

See Note 1 (XIII) for accounting policies.

31 Dec 2023 SEKm	Remaining term < 1 year	Remaining term 1–2 years	Remaining term 2–5 years	Remaining term > 5 years	Total
Loans from credit institutions	-	800	1,387	-	2,187
Capitalised transaction costs	-5	-5	-3	-	-13
Commercial papers	149	-	-	-	149
Accrued interest	2	-	-	-	2
Lease liabilities	74	36	39	10	159
Total	220	831	1,423	10	2,484

31 Dec 2022 SEKm	Remaining term < 1 year	Remaining term 1–2 years	Remaining term 2–5 years	Remaining term > 5 years	Total
Loans from credit institutions	-	800	1,390	-	2,190
Capitalised transaction costs	-5	-4	-4	-	-13
Commercial papers	149	-	-	-	149
Accrued interest	2	-	-	-	2
Lease liabilities	61	40	43	12	156
Total	207	836	1,429	12	2,484

On 27 October 2022, Cloetta entered into an amendment and restate-ment agreement with the existing banks. The agreement was entered into to arrange for additional financing for the new greenfield facility to be established and comprise, in addition to the existing facilities, of:

- a EUR 100m term loan repayable on 27 October 2025, with the possibility of extending the facility for an additional two years; and
- a EUR 60m revolving credit facility, available up to 27 October 2026, with the possibility of extending the facility for an additional year.

On 17 May 2023, Cloetta extended its loan facilities by one year. The terms as agreed in the multicurrency term and revolving facilities agreement came into effect on 30 June 2023 and comprise of:

- a SEK 800m term loan repayable on 30 June 2025;
- a EUR 125m term loan repayable on 30 June 2026;
- a EUR 60m revolving credit facility, available up to 30 June 2027,
- a EUR 60m revolving credit facility, available up to 27 October 2027,
- a EUR 100m term loan repayable on 27 October 2026, with the possibility of extending the facility for an additional year.

See Note 26 for the Group's contractually agreed undiscounted cash flows payable under financial liabilities, including interest payments.

SEKm	Long-term borrowings	Short-term borrowings	Total
Balance at 1 January 2022	2,162	206	2,368
Changes from financing cash flows			
Repayment of lease liabilities	-16	-59	-75
Transaction costs paid	-9	-	-9
Proceeds from commercial papers	-	597	597
Repayment of commercial papers	-	-598	-598
Total changes from financing cash flows	-25	-60	-85
Other changes			
Capitalisation transaction cost	-9	-	-9
Additions to lease liabilities	21	56	77
Early termination of lease liabilities	-3	-	-3
Amortisation of capitalised transaction costs	-	3	3
Interest expenses, third-party borrowings	33	2	35
Interest paid	-33	-2	-35
Exchange differences on borrowings	131	2	133
Total other changes	140	61	201
Balance at 31 December 2022	2,277	207	2,484
Changes from financing cash flows			
Repayment of lease liabilities	-27	-61	-88
Transaction costs paid	-4	-	-4
Proceeds from commercial papers	-	593	593
Repayment of commercial papers	-	-594	-594
Total changes from financing cash flows	-31	-62	-93
Other changes			
Capitalisation transaction cost	4	-	4
Additions to lease liabilities	17	74	91
Early termination of lease liabilities	-2	-	-2
Amortisation of capitalised transaction costs	-	5	5
Interest expenses, third-party borrowings	99	6	105
Interest paid	-99	-6	-105
Exchange differences on borrowings	-1	-4	-5
Total other changes	18	75	93
Balance at 31 December 2023	2,264	220	2,484

The carrying amounts and fair value of short-term and long-term borrowings are as follows:

SEKm	Fair value		Carrying amount	
	31 Dec 2023	31 Dec 2022	31 Dec 2023	31 Dec 2022
Loans from credit institutions	2,187	2,190	2,187	2,190
Commercial papers	149	149	149	149
Lease liabilities	159	156	159	156
Total	2,495	2,495	2,495	2,495

The fair value of loans from credit institutions is equal to their carrying amount, as the impact of discounting is not significant, and the credit risk has not materially changed since the loan agreement was signed.

The Group's loans from credit institutions are exposed to interest rate changes and changes in the applicable margin on a quarterly basis. The commercial papers are issued at fixed interest rates, based on the applicable market prices at issue date.

Lease liabilities are effectively secured as the rights to the leased assets recognised in the financial statements revert to the lessor in the event of default.

Loans from credit institutions

The total facilities at reporting date comprise of SEK 800m and EUR 345m. The term and revolving facilities agreement is unsecured in nature.

The commercial paper programme, with a maximum outstanding amount of SEK 1,000m, is established to obtain flexibility in the short-term financing needs. See Note 26 for an overview of the maturity of the components of Cloetta's loans from credit institutions.

Cloetta has made an assessment of the impact of the Interbank offer rates (IBOR) reform project. The outcome of this assessment is that Cloetta has not been and will not be materially affected by the IBOR reform project in the short-term. The facilities drawn in the facilities agreement and the interest rate swaps are based on EURIBOR and STIBOR reference rates. Both these rates are not affected yet by the IBOR reform project. Nevertheless, when Cloetta refinanced its loans in 2021, it has incorporated provisions setting out the fallback position for the event that the STIBOR and EURIBOR cease to be published. Upon prolongation of or entering into new contracts containing references to IBOR reference rates, Cloetta will add provisions setting out fallback provisions as described above.

The Group credit facility at reporting date relates to:

SEKm	Outstanding amount		Interest percentage		Applicable margin¹	
	31 Dec 2023	31 Dec 2022	31 Dec 2023	31 Dec 2022	31 Dec 2023	31 Dec 2022
Single currency term loan of nominal EUR 125m (125)	1,387	1,390	Variable EURIBOR + fixed applicable margin, with zero-floor	Variable EURIBOR + fixed applicable margin, with zero-floor	1.05%	1.05%
Single currency term loan of nominal SEK 800m (800)	800	800	Variable STIBOR + fixed applicable margin, with zero-floor	Variable STIBOR + fixed applicable margin, with zero-floor	0.95%	0.95%
Commercial papers of nominal SEK 1,000m (1,000)	149	149	Fixed margin per issued paper	Fixed margin per issued paper	4.85%	3.08%
Multicurrency credit revolving loan of EUR 50m (50)	-	-	Variable IBOR + fixed applicable margin, with zero-floor	Variable IBOR + fixed applicable margin, with zero-floor	1.15%	1.15%
Credit revolving loan of EUR 10m (10)	-	-	Variable EURIBOR + fixed applicable margin, with a floor of 0,20%	Variable EURIBOR + fixed applicable margin, with a floor of 0,20%	0.70%	0.70%
Single currency term loan of EUR 100m (100)	-	-	Variable EURIBOR + fixed applicable margin, with zero-floor	Variable EURIBOR + fixed applicable margin, with zero-floor	1.55%	1.55%
Multicurrency credit revolving loan of EUR 60m (60)	-	-	Variable IBOR + fixed applicable margin, with zero-floor	Variable IBOR + fixed applicable margin, with zero-floor	1.35%	1.35%
Total Group credit facility	2,336	2,339				
Capitalised transaction costs	-13	-13				
Lease liabilities	159	156				
Accrued interest	2	2				
Total borrowings	2,484	2,484				

1) Applicable margin on credit facilities based on the net/debt ebitda covenant at reporting date. Margin on commercial papers based on the weighted average rate on the outstanding commercial papers at reporting date.

At 31 December 2023, the Group had an unutilised credit facility of SEK 2,441m (2,447) and the possibility to issue additional commercial papers for an amount of SEK 850m (850). 35 per cent (35) of the fixed applicable margin on the unutilised amounts of the credit revolving loans is paid as a commitment fee.

All borrowings are denominated in euros, with the exception of the single currency term loan of SEK 800m (800), the commercial papers of

SEK 149m (149) and part of the lease liabilities for an amount corresponding to SEK 77m (120).

The effective interest rate for the loans from credit institutions and the commercial papers was 4.42 per cent (1.55). The effective interest rate including the effect of single currency interest rate swaps was 2.85 per cent (1.35).

Note 22

Derivative financial instruments

See Note 1 (XIII) for the accounting policy.

SEKm	31 Dec 2023		31 Dec 2022	
	Assets	Liabilities	Assets	Liabilities
Non-current				
Single currency interest rate swaps	5	8	25	-
Total non-current	5	8	25	-
Current				
Single currency interest rate swaps	18	1	34	-
Total current	18	1	34	-
Total	23	9	59	-

See Note 23 for more details about the share-based long-term incentive plan.

Single currency interest rate swaps

The Group has entered into several single currency interest rate swap contracts to partially cover the interest rate risk on the loans denominated in both SEK and EUR.

The following table shows the combined notional principal amounts of the outstanding single currency interest rate swaps

		Notional principal amounts		Fixed interest currency rates		Duration	
		31 Dec 2023	31 Dec 2022	31 Dec 2023	31 Dec 2022	31 Dec 2023	31 Dec 2022
STIBOR Interest rate swaps	SEKm	-	950	-	0.110%	-	Q1 2023 - Q2 2023
STIBOR Interest rate swaps	SEKm	800	800	3.038%	3.038%	Q1 2024 - Q2 2024	Q3 2023 - Q2 2024
STIBOR Interest rate swaps	SEKm	100	-	3.875%	-	Q3 2024 - Q2 2025	-
EURIBOR Interest rate swaps	EURm	25	25	0.083%	0.083%	Q1 2024 - Q2 2024	Q1 2023 - Q2 2024
EURIBOR Interest rate swaps	EURm	10	10	0.083%	0.083%	Q1 2024 - Q2 2024	Q3 2023 - Q2 2024
EURIBOR Interest rate swaps	EURm	50	50	1.916%	1.916%	Q1 2024 - Q2 2025	Q1 2023 - Q2 2025
EURIBOR Interest rate swaps	EURm	10	10	1.916%	1.916%	Q1 2024 - Q2 2025	Q3 2023 - Q2 2025
EURIBOR Interest rate swaps	EURm	35	35	1.916%	1.916%	Q3 2024 - Q2 2025	Q3 2024 - Q2 2025
EURIBOR Interest rate swaps	EURm	70	-	3.081%	-	Q3 2025 - Q2 2026	-

All single currency interest rate swaps include zero-floors on the floating leg.

Note 23

Pensions and other long-term employee benefits

See Notes 1 (V) and (XIX) for the accounting policy.

Group companies use various post-employment schemes, including both defined benefit and defined contribution pension plans.

A defined contribution plan is a pension plan under which the Group pays fixed contributions to a separate entity. The Group has no legal or constructive obligations to pay further contributions, even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. Defined benefit plans define an amount of pension benefit that an employee will receive upon retirement, usually dependent on one or more factors such as age, years of service and compensation. The defined benefit schemes in industry sector pension funds, which are held by pension funds that are not able to provide company-specific or reliable information, are accounted for as though they were defined contribution schemes. In the event of a deficit in these pension funds, the company has no obligation to provide supplementary contributions, other than higher future contributions.

For defined contribution plans, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid.

The Group has a number of defined benefit pension plans in Sweden, the Netherlands, Belgium, Finland, Germany and Norway that relate to pension and other long-term benefit schemes. Related to the announced closure of the factory in Turnhout, Belgium and the related reduction of employees, a curtailment has been recognised for the Belgian plan in 2022. The total impact of SEK 3m has been recognised as cost of goods sold.

For the defined benefit pension plan in the Netherlands, the Group accounts as though this were a defined contribution scheme since sufficient information is not available to enable the Group to account for the plan as a defined benefit plan. Cloetta complies with UFR 10 for reporting plans with multiple employers. Sufficient information is not available, since asset administration of the fund is not designed to allocate the total assets of the fund to the participating companies. In the event of a deficit in this pension fund, the Group has no obligation to provide further contributions other than higher future contributions. Monthly premiums are average premiums expressed as a percentage of the pension calculations basis and should, as a minimum, cover the cost of the fund. The minimum pension premium is determined in accordance with the actuarial and business note of the fund. In the event of liquidation of the fund, an amount that is sufficient to cover defined benefits will be secured. In the event of a deficit in the fund at the moment of liquidation, the defined benefits will be proportionally reduced taking into consideration Article 134 of the Dutch Pension Act. Contributions to the plan for the next annual year are expected to amount to SEK 49m (45). These are split into employer contributions of SEK 33m (30) and employee contributions of SEK 16m (15). At year-end 2023, the coverage of the pension fund was 119.5 per cent (120.6).

At 31 December 2023, the main defined benefit plans in the Group were: Sweden – ITP2 plan:

The ITP2 plan covers employees born before 1979. Benefits provided in the old defined benefit plan include a final pay-based retirement pension. This plan is an unfunded defined benefit plan. The ITP plan benefit formula provides pension benefits as a percentage of salary. Benefits are reduced proportionally if the expected years of service within the plan, are less than 30 years, irrespective of employer. ITP plan benefits vested with former employers are indexed according to the consumer price index.

Finland – Leaf/Merijal plan:

This plan is an insured voluntary final salary pension plan. It was established on 31 December 2005 when the liabilities and assets of Merijal Pension Foundation and Leaf Pension Foundation were transferred to Pohjola Life Insurance Company.

Norway

The Norwegian subsidiary has one plan, which is insured in a life insurance company. This funded plan, together with the national pension scheme, provides an old-age pension of a maximum of 66 per cent of final salary. The plan includes a widow(er)'s pension equal to 60 per cent of the old-age pension and children's pension equal to 50 per cent of the old-age pension. Members who become disabled will receive a disability pension linked to the old-age pension they would have received with their present salary.

The total pensions and other long-term employee benefits are determined as follows:

SEKm	31 Dec 2023	31 Dec 2022
Obligation for pension benefits	-382	-345
Total	-382	-345

The net liability recognised in the balance sheet is determined as follows:

SEKm	31 Dec 2023	31 Dec 2022
Present value of funded obligations	62	59
Fair value of plan assets	-67	-65
Deficit/(Surplus) of funded plans	-5	-6
Present value of unfunded obligations	377	339
Impact of minimum funding requirements/asset ceiling	10	12
Net liability in the balance sheet	382	345

Movements in the combined net defined benefit obligations and other long-term employee benefits over the year are as follows:

SEKm	Present value of obligation	Fair value of plan assets	Asset ceiling impact	Total
1 January 2022	564	-62	2	504
Current Service cost	6	-	-	6
Interest expense/(income)	5	-1	-	4
Total amount recognised in profit or loss	11	-1	-	10
Remeasurements:				
– Return on plan assets, excluding amounts included in interest expense/(income)	-	0	-	0
– Losses from change in financial assumptions	-180	0	-	-180
– Losses from change in demographic assumptions	-4	-	-	-4
– Experience (gains)/losses	21	0	-	21
– Change in asset ceiling, excluding amounts included in interest expense/(income)	-	-	9	9
Total remeasurements recognised in other comprehensive income	-163	0	9	-154
Exchange differences	6	-3	1	4
Contributions:				
– Employers	0	-16	-	-16
– Plan participants	0	0	-	-
Payments from plans:				
–Benefit payments	-17	17	-	-
Curtailments	-3	-	-	-3
31 December 2022	398	-65	12	345
Current Service cost	4	-	-	4
Interest expense/(income)	11	-2	0	9
Total amount recognised in profit or loss	15	-2	-	13
Remeasurements:				
– Return on plan assets, excluding amounts included in interest expense/(income)	-	0	-	0
– Losses from change in demographic assumptions	24	-	-	24
– Experience (gains)/losses	19	-	-2	17
Total remeasurements recognised in other comprehensive income	43	0	-2	41
Exchange differences	-	1	0	1
Contributions:				
– Employers	-	-18	-	-18
Payments from plans:				
–Benefit payments	-17	17	-	-
31 December 2023	439	-67	10	382

The Group expects to pay SEK 19m (17) in contributions to its defined benefit plans in 2024.

The defined benefit obligation and plan assets are composed by country as follows:

SEKm	Present value of obligation		Fair value of plan assets		Impact of asset ceiling		Defined benefit obligation	
	31 Dec 2023	31 Dec 2022	31 Dec 2023	31 Dec 2022	31 Dec 2023	31 Dec 2022	31 Dec 2023	31 Dec 2022
Sweden	375	335	-15	-16	6	12	366	331
Norway	10	9	-14	-14	4	-	-	-5
Finland	25	24	-21	-20	-	-	4	4
Other countries	29	30	-17	-15	-	-	12	15
Total	439	398	-67	-65	10	12	382	345

The significant actuarial assumptions are as follows:

Weighted average percentage	31 Dec 2023	31 Dec 2022
Discount rate	3.28	3.96
Expected rate of future salary increases	2.14	2.94
Expected rate of future increase for benefits in payment	1.64	1.92
Expected long-term inflation rate	1.68	2.00

Assumptions regarding future mortality are based on actuarial advice in accordance with published statistics and experience in each territory.

These assumptions translate into an average life expectancy in years for a pensioner retiring at the age of 65:

Years	2023		2022	
	Sweden	Others	Sweden	Others
Retiring at the end of the reporting period:				
– Male	22	21	22	21
– Female	24	24	25	24
Retiring 20 years after the end of the reporting period:				
– Male	43	35	43	35
– Female	45	40	45	40

At 31 December 2023 the weighted average duration of the defined benefit obligation was 15.16 years (16.34 years).

The sensitivity of the combined net defined benefit obligations and other long-term employee benefits to changes in the weighted principal assumptions is as follows:

SEKm	Change in assumptions	Impact on defined benefit obligation			
		2023		2022	
		Increase	Decrease	Increase	Decrease
Discount rate	1%-point	-18	23	-19	25
Salary growth rate	1%-point	4	-3	4	-3
Pension growth rate	1%-point	16	-17	11	-12
%		Increase by 1 year	Decrease by 1 year	Increase by 1 year	Decrease by 1 year
Life expectancy		3.01	-3.02	3.81	-3.77

The sensitivity analyses above are based on a change in one assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method has been applied as when calculating the pension liability recognised in the statement of financial position.

Plan assets for both 2022 and 2023 are 100 per cent comprised of insurance contracts.

The expected maturity analysis for undiscounted combined net defined benefit obligations and other long-term employee benefits is as follows:

SEKm	31 Dec 2023	31 Dec 2022
Less than 3 years	-	-
Between 3–7 years	-	-
Between 7–15 years	216	63
Over 15 years	223	335
Total	439	398

Total pension costs for defined benefit plans amounting to SEK 13m (10) are included in costs of goods sold, selling expenses, general and administrative expenses and financial income and expenses, in the profit and loss account.

Share-based payments

Share-based long-term incentive plan

The AGM approved the Board's proposals for a share-based long-term incentive plan to align the interests of the shareholders on the one hand, and the Group Management Team and other key employees on the other hand in order to ensure maximum long-term value creation.

To participate in the plan, a personal shareholding in Cloetta is required. Following a three-year vesting period, the participants will be allocated class B shares in Cloetta free of charge, provided that certain conditions are fulfilled.

To be eligible for so-called series A share rights entitling the participant to class B shares in Cloetta, continued employment with Cloetta is required and the personal shareholding in Cloetta must be continuously maintained. For each invested share one series A share will be granted conditional on Cloetta's average EBIT over the vesting period and if the abovementioned requirements are fulfilled. In addition, allocation of class B shares on the basis of so-called series B share rights requires the attainment of two performance targets, one of which is related to Cloetta's EBIT margin and the other to Cloetta's net sales value in the respective vesting periods.The share-based long-term incentive plans of 2019 and 2020 were vested in 2022 and 2023, respectively.

With respect to the share-based long-term incentive plan of 2021, the target levels set by the Board for the performance targets were met for a weighted average percentage of approximately 69 per cent. The performance targets were related to Cloetta's compounded sales growth during the period 2021 to 2023, Cloetta's adjusted EBIT margin for 2023 and Cloetta's average annual EBIT level during the period 2021 to 2023. As a result, Cloetta expects to transfer 723,363 shares to participants holding series A and series B performance share rights.

Total costs related to the non-vested share-based long-term incentive plans are expected to amount to SEK 63m (57) during the total vesting period. The total costs for the share-based long-term incentive plans recognised in 2023 are SEK 23m (15).

See page 45 for further details on the main characteristics of the share-based long-term incentive plans.

Movements in the number of shares for the share-based long-term incentive plans are as follows:

Number of shares in thousands	2023	2022
At 1 January	2,075	1,177
Granted for new plans	1,298	1,241
Released	-202	-343
At 31 December	3,171	2,075

Under the share-based long-term incentive plans, the entity receives services from employees as consideration for equity instruments (shares) of the Group. The fair value of the employee services received in exchange for the grant of the shares is recognised as an expense.

- The total amount to be expensed is determined by reference to the fair value of the shares granted:
- including any market performance conditions (for example, an entity's share price); and
- including the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining as an employee of the entity over a specified time period).

Note 24 Provisions

See Note 1 (XVIII) for the accounting policy.

Movements in provisions, excluding pension benefits and other long-term employee benefits, are specified as follows:

SEKm	Reorganisation	Other	Total
1 January 2022	4	1	5
Additions	110	0	110
Utilisations	-6	-1	-7
Unused amounts reversed	-	-1	-1
Undiscounting	0	-	0
Exchange differences	5	1	6
31 December 2022	113	0	113
Analysis of total provisions			
Non-current			107
Current			6
Total			113

SEKm	Reorganisation	Other	Total
1 January 2023	113	0	113
Additions	63	6	69
Utilisations	-6	-	-6
Unused amounts reversed	1	-	1
Undiscounting	-1	-	-1
Exchange differences	-2	0	-2
31 December 2023	168	6	174
Analysis of total provisions			
Non-current			160
Current			14
Total			174

Additions to and reversals of unused amounts of reorganisation provisions are included in "Personnel expenses" in the expenses by type in Note 5.

The addition in 2023 of SEK 63m to the reorganisation provision is mainly related to severance payments and outplacement costs for the restructuring provision recognised in relation to the postponed closure of one of the factories in Roosendaal, the Netherlands and the factory in Turnhout, Belgium, with the majority of the expected cash outflows in 2026. The uncertainties about the timing and amount for the restructuring provision relate to the progress of the greenfield facility and the future turnover of employees affected by the plan. See Note 23 for details about pensions and other long-term employee benefits.

Note 25 Trade and other payables

See Note 1 (XIII) for the accounting policy.

Trade and other payables are specified as follows:

SEKm	31 Dec 2023	31 Dec 2022
Trade payables	717	581
Other taxes and social security expenses	152	167
Pension liabilities	27	17
Other liabilities	-	4
Accruals and deferred income	689	650
Total	1,585	1,419

The carrying amounts of trade and other payables are considered to be the same as their fair values, due to their short-term nature.

Accruals and deferred income are specified as follows:

SEKm	31 Dec 2023	31 Dec 2022
Accrued personnel-related expenses	274	249
Accrued customer bonuses and discounts	255	253
Other accrued expenses and deferred income	160	148
Total	689	650

Note 26 Financial risks and financial risk management

Through its activities, the Group is exposed it to a variety of financial risks, such as financial market risk (including currency risk, interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Financial risks are managed by the Group treasury department under policies approved by the Board of Directors. The Group treasury department identifies, evaluates and, if applicable, hedges financial risks in close cooperation with the Group's operating units. The Board of Directors provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments and investment of excess liquidity. The primary market and financial risks are described in detail below.

Financial market risk

Currency risk

The Group is primarily active in the European Union, Norway and the UK.

The Group's currency risk mainly relates to positions and future transactions in euros (EUR), Danish kroner (DKK), Norwegian kroner (NOK), US dollars (USD) and British pounds (GBP).

The Group has major investments in foreign operations whose net assets are exposed to foreign currency translation risk.

Based on a risk analysis, the Group's Boards of Directors has decided to hedge the euro-related currency risk by drawing part of the credit facility in euros. This hedge covers part of the currency risk in euros. Hedge accounting (hedges of net investments in foreign operations) is applied. This has resulted in a reduction in the volatility of net financial items caused by revaluation of monetary assets and liabilities as of the date of initial application of hedge accounting.

The Group's investment in trademarks in Cloetta Ireland Ltd, Cloetta Suomi Oy, Cloetta Holland B.V. and Cloetta Slovakia s.r.o. is hedged by net euro-denominated loans (carrying amount: EUR 162m (161)) which mitigates the foreign currency translation risk on these trademarks. The fair value of the loans was EUR 162m (161). The loans are designated as a net investment hedge. The effectiveness of the hedge is tested and documented on a quarterly basis. No ineffectiveness has been recognised from the net investment hedge. The effect of the net investment hedge in a foreign operation is recognised in other comprehensive income. At 31 December 2023, the cumulative effect of the net investment hedge in a foreign operation amounted to SEK -257m (-263), net of tax, and was reported as part of the retained earnings within equity.

The Group's defined objective is to cover between 50 and 80 per cent of the expected net exposure on purchases and sales in USD and GBP if the exposure exceeds the equivalent of EUR 10m. To manage the foreign exchange risk arising from future commercial transactions and recognised assets and liabilities, the Group uses forward contracts. Foreign exchange risk arises when future commercial transactions or recognised assets or liabilities are denominated in a currency that is not the entity's functional currency. At reporting date, the Group had no forward foreign currency contracts to hedge the currency risk of the USD and GBP. The Group is in compliance with the defined objectives for currency risks.

During 2022 and 2023, exchange rates have been volatile and as a result impacted Cloetta's financial performance significantly.

In the 2023 financial year, if the Swedish krona had weakened/strengthened by 10 per cent against the euro with all other variables held constant, then profit for the year would have been approximately SEK 27m (25) higher/lower. This is the result of the foreign exchange gains/losses on translation of all euro-denominated trading in Europe. Including the revaluation effect of cash and cash equivalents, borrowings and other monetary positions in subsidiaries, the net profit would have been in total approximately SEK 35m higher/lower. The total effect on equity would have been SEK 94m lower/higher. This is mainly due to the Group applying hedge

accounting. The exposure of translating the financial statements of subsidiaries into the presentation currency of the Group is not included in the sensitivity analysis. The currency risk attached to the transactions in the other currencies is not significant as the amounts involved are not significant to the total Group.

Interest rate risk

The Group is exposed to interest rate risk on the interest-bearing non-current and current liabilities.

The Group is exposed to the consequences of variable interest rates on the single-currency term loan of EUR 125m and the single-currency term loan of SEK 800m and as soon as the EUR 100m single-currency term loan and the EUR 120m revolving facility are drawn down. The interest yields on commercial papers develop in line with the STIBOR interest rate development. In relation to fixed interest liabilities, it is exposed to market values, which is not a significant risk for the Group. The Group's objective when managing the interest rate risk is to have a fixed percentage between 50 and 80 per cent with an average maturity between 2 and 3.5 years on borrowings that are long-term in nature. At reporting date, the Group covered 2.5 years of its exposure to interest rate fluctuations and has covered for on average 79 per cent of the interest rate exposure on the drawn facilities. The Group is in compliance with the defined objectives for interest rate risks.

The sensitivity of the profit for the year and equity to changes in interest rates is as follows:

Sensitivity analysis interest rate

SEKm	Impact of changes in interest rates on profit before tax			
	2023		2022	
	Profit before tax	Equity	Profit before tax	Equity
-2%-point	12	10	12	10
-1%-point	6	5	4	3
1%-point	-6	-5	-7	-6
2%-point	-12	-10	-18	-14

The analysis considers the effects of single currency interest rate swaps and the impact of negative interest rates.

Credit risk

The Group does not have any significant concentrations of credit risk. The Group's customers are subject to a credit policy. Sales are subject to payment conditions which vary per customer.

A loss allowance for expected credit losses on trade receivables is established taking into account all possible default events that could lead to the Group not being able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments (more than 30 days overdue) are considered indicators that the trade receivable should be impaired. The amount of the allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted by the original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognised in the profit and loss account within net sales.

When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Credit terms for customers are determined individually in the different markets. Concentrations of credit risk with respect to trade receivables are limited, due to the size and diversity of the Group's customer base.

Diversity exists amongst other things in the size of customers, country of origin, size of outstanding receivables and types of customers. A large part of the trade debtors for International Markets, Ireland, the UK, Germany and the Netherlands and smaller trade debtors in Finland is insured via credit risk insurances. Trade receivables in an amount of SEK 105m (78) are covered by credit insurance.

In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant. The Group's historical experience of collecting receivables is that credit risk is considered to be low across all markets. However, in 2023, trade receivables of SEK 24m were written off in relation to the bankruptcy of one of Cloetta's largest retail customers in the UK.

The Group uses several banks (range of most used banks varies between AA- and A+ (long-term) and A-1+ and A-1 (short-term)) and has a revolving facility available

SEKmn	Rating (S&P)		Cash balances		Other loans	
			31 Dec 2023	31 Dec 2022	31 Dec 2023	31 Dec 2022
Danske Bank A/S	Long-term	A+	609	563	-547	-548
DNB Sweden AB	Long-term	AA-	-	-	-547	-548
KBC	Short-term	A-1	6	3	-	-
Skandinaviska Enskilda Banken AB (publ)	Long-term	A+	0	0	-547	-548
Svenska Handelsbanken AB (publ)	Long-term	AA-	-	-	-547	-548
Tatra Banka	Short-term	A-1+	39	11	-	-
Other banks			4	6	-	-
Total			658	583	-2,187	-2,190

Liquidity risk

Cash flow forecasting is performed in the operating entities of the Group, reviewed by the Cloetta cash committee and is aggregated by the Group treasury department. The Group treasury department monitors the sources and the amounts of the company's cash flows, dividend, obligation, loans, actual cash position and rolling forecasts of the Group's liquidity requirements to ensure it has sufficient cash to meet operational needs, while maintaining sufficient headroom on its undrawn committed borrowing facilities (Note 21) at all times. This is to ensure that the Group does not breach borrowing limits or covenants on any of its borrowing facilities, and the impact such restrictions had or are expected to have on its ability to meet its cash obligations. Such forecasting takes into consideration the Group's debt financing plans, covenant compliance, compli-

ance with internal balance sheet ratio targets and, if applicable, external regulatory or legal requirements – for example, currency restrictions. The Multi-currency Zero Balancing Cash Pool (MZBCP) includes both the Parent Company and several operating entities. Surplus cash held by operating entities included in the MZBCP is available to the Group's treasury department and is used for the Group's internal and external financing activities. Surplus cash held by operating entities not included in the MZBCP is transferred to the Group's treasury department and is also used for the Group's internal and external financing activities. The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date.

SEKm 31 Dec 2023	Term < 1 year	Term 1–2 years	Term 2–3 years	Term 3–4 years	Term 4–5 years	Term >5 years	Total
Loans from credit institutions¹	111	890	1,422	-	-	-	2,423
Commercial papers	150	-	-	-	-	-	150
Lease liabilities	74	36	22	12	5	10	159
Derivative financial liabilities	1	4	3	-	-	-	8
Trade and other payables, excluding other taxes and social security payables	1,433	-	-	-	-	-	1,433
Total	1,769	930	1,447	12	5	10	4,173

SEKm 31 Dec 2022	Term < 1 year	Term 1–2 years	Term 2–3 years	Term 3–4 years	Term 4–5 years	Term >5 years	Total
Loans from credit institutions¹	74	860	1,412	-	-	-	2,346
Commercial papers	150	-	-	-	-	-	150
Lease liabilities	61	41	23	12	7	12	156
Trade and other payables, excluding other taxes and social security payables	1,252	-	-	-	-	-	1,252
Total	1,537	901	1,435	12	7	12	3,904

1) Contractual interest based on 3m EURIBOR and 3m STIBOR rates and applicable margins based on the net debt/EBITDA covenant per year end.

Capital risk management

In addition to the capital management disclosure in Note 19, the Group's priority in monitoring capital is to maintain compliance with the covenants in the applicable credit facilities agreements. Cloetta actively monitors these covenants and other ratios on a quarterly basis. The term and revolving facilities agreement, which is unsecured in nature, includes one covenant, relating to the net debt/EBITDA ratio. Throughout 2022 and 2023, the Group was in compliance with the covenant requirements.

Geopolitical developments

Russia's escalation of the war in Ukraine that started in 2022 entails risks of further impact on the global economy, further cost inflation, and disruptions in supply chains, including as the war risks spreading into other geographies. While Cloetta does not have any significant direct financial exposure to any of the countries involved, the company is indirectly impacted by rising input costs and the availability of raw materials.

Note 27 Financial instruments – measurement categories and fair values

Fair value measurement

The only items recognised at fair value are the single currency interest rate swaps categorised within level 2 of the fair value hierarchy in all periods presented. The fair values of the financial assets and liabilities measured at amortised cost are approximately equal to their carrying amounts.

The following table presents the carrying amounts and fair values of the Group's financial assets and financial liabilities, including their levels in the fair value hierarchy:

SEKm 31 Dec 2023	Carrying amount				Fair value			
	Mandatorily at FVTPL	Financial assets at amortised cost	Other financial liabilities at amortised cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Trade and other receivables, excluding other taxes and social security receivables and prepaid expenses and accrued income	-	989	-	989				
Single currency interest rate swaps	23	-	-	23	-	23	-	23
Cash and cash equivalents	-	658	-	658				
Total assets	23	1,647	-	1,670	-	23	-	23
Financial liabilities								
Loans from credit institutions	-	-	2,187	2,187				
Commercial papers	-	-	149	149				
Single currency interest rate swaps	9	-	-	9	-	9	-	9
Trade and other payables, excluding other taxes and social security payables and excluding contingent consideration	-	-	1,433	1,433				
Total liabilities	9	-	3,769	3,778	-	9	-	9

SEK m 31 Dec 2022	Carrying amount				Fair value			
	Mandatorily at FVTPL	Financial assets at amortised cost	Other financial liabilities at amortised cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Trade and other receivables, excluding other taxes and social security receivables and prepaid expenses and accrued income	-	941	-	941				
Single currency interest rate swaps	59	-	-	59	-	59	-	59
Cash and cash equivalents	-	583	-	583				
Total assets	59	1,524	-	1,583	-	59	-	59
Financial liabilities								
Loans from credit institutions	-	-	2,190	2,190				
Commercial papers	-	-	149	149				
Trade and other payables, excluding other taxes and social security payables and excluding contingent consideration	-	-	1,252	1,252				
Total liabilities	-	-	3,591	3,591	-	-	-	-

The assets and liabilities measured at fair value at 31 December 2023 and 31 December 2022 respectively are reflected in derivative financial instruments. There are no financial instruments categorised within level 3 of the fair value hierarchy.

No transfers between fair value hierarchy levels have occurred during the financial year or the prior financial year.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to determine the fair value of an instrument are observable, the instrument is included within level 2. The valuation of these instruments is based on quoted market

prices (price-component), but the underlying contract amounts (quantity-component) are based on the specific requirements of the Group. These instruments are therefore included within level 2.

The valuation techniques and inputs used to value financial instruments are:

- Quoted market prices or dealer quotes for similar instruments;
- The fair value of single currency interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves;
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

Note28

Related-party transactions

All group companies mentioned in Note P8 are considered to be related parties. Transactions between group companies are eliminated upon consolidation.

In the context of this financial report, and aside from the subsidiaries of Cloetta AB (publ), the Board of Directors, Group Management Team and key employees that have significant influence over the Group and AB Malfors Promotor and its subsidiaries are regarded as related parties. In 2022 and 2023, no transactions other than dividend payments occurred between Cloetta AB (publ) including its subsidiaries and AB Malfors Promotor including its subsidiaries.

Transactions with Board of Directors, Group Management Team and key employees

For information about salaries and remuneration of the Board of Directors and Group Management Team, see pages 60–67 and Notes 6, 7 and 23.

The Group has no receivables on the Board of Directors, Group Management Team and key employees. In 2022 and 2023, share-based long-term incentive plans were approved by the AGM. Total costs excluding social security charges related to the share-based long-term incentive plans that were recognised amount to SEK 21m (13), of which SEK 14m (9) is related to the Group Management Team. The increased costs compared to 2022 are the result of improved results and expected higher pay-outs on non-vested plans.

Other liabilities to the Group Management Team and key employees consist of customary personnel-related liabilities. No other transactions other than dividend payment and employee and Board remuneration occurred between Cloetta AB (publ) including its subsidiaries and the Board of Directors, Group Management Team and key employees.

Note29

Leases

See Note 1 (XX) for the accounting policy.

SEKm	2023	2022	Recognised in:
<i>Recognised expenses for leases under IFRS 16 amount to:</i>			
Interest expense	-4	-2	net financial items, in the profit and loss account
Expense relating to short-term leases, where no right-of-use asset has been recognised	-4	-4	cost of goods sold, selling expenses and general and administrative expenses, in the profit and loss account
Expense relating to leases of low-value assets that are not short-term leases	-1	-1	cost of goods sold, selling expenses and general and administrative expenses, in the profit and loss account
Expense relating to variable lease payments not included in lease liabilities	-29	-21	cost of goods sold, selling expenses and general and administrative expenses, in the profit and loss account
Total cash outflow for leases	-91	-76	cash flow from operating activities and financing activities, in the cash flow statement

The leases that have been recorded on Cloetta's balance sheet are categorised in land and buildings (offices and warehouses), transportation (cars, forklifts and trucks) and other equipment (e.g. IT, machinery, equipment, printers and coffee machines).

Cloetta makes use of the exemptions under IFRS 16 for short-term leases and leases of low-value assets.

For a number of lease arrangements Cloetta cannot reliably separate the lease and non-lease elements. For leases in the classes of assets "land and buildings" and "other equipment" the non-lease elements have been included in the calculation of the right-of-use asset.

Several lease arrangements contain extension or termination options. Insofar as Cloetta is reasonably certain of exercising the extension option or not exercising the termination option, these options have been reflected in the measurement of the lease liabilities.

See Note 13 for further details on right-of-use assets and Note 21 for further details on lease liabilities.

Note30

Critical accounting estimates and judgements

In preparing the financial statements, the Group Management Team makes estimates and judgments that affect the reported amounts of assets and liabilities, net sales and expenses, and disclosures of contingent liabilities at the date of the financial statements. The estimates and assumptions that are associated with a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities in the next financial year, as well as critical judgments in applying the Group's accounting policies are discussed below. The accounting estimates and judgments are believed to be reasonable under the circumstances.

The Group Management Team and audit committee have discussed the development, selection and disclosures regarding the Group's critical accounting principles and estimates. The estimates and judgments made in the application of the Group's accounting policies are described below.

Impairment testing of intangible assets

For the purpose of impairment testing, assets are allocated to CGUs or groups of CGUs when it is not possible to assess impairment on an individual asset level. The recoverable amount of an asset is compared to the carrying amount to determine if an asset is impaired. An asset's recoverable amount is the higher of its value in use and its fair value less cost of disposal. The value in use is the present value of the future cash flows to be generated by an asset from its continuing use in the business.

Using the company management's best estimates in determination of the terminal growth rates, pre-tax discount rates and future cash flows, the estimated recoverable amounts of the group of CGUs for goodwill impairment testing in Sweden, Denmark & Norway, Finland, the Netherlands & Germany and International Markets & the UK and the CGUs for trademarks impairment testing in Sweden, Finland and the Netherlands

exceed the carrying amounts. For all groups of CGUs a reasonable change in assumptions will not lead to an impairment.

The carrying amount of the intangible assets at the end of the reporting period was SEK 5,862m (5,883).

Accounting for income taxes

As part of the process of preparing the financial statements, the Group is required to estimate income taxes in each of the jurisdictions in which the Group operates. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters differs from the amounts that were initially recorded, such differences impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

Temporary differences between tax and financial reporting give rise to deferred tax assets and liabilities, which are included in the balance sheet. The Group must also assess the likelihood that deferred tax assets will be recovered from future taxable income. A deferred tax asset is not recognised if, and to the extent that it is probable that, all or some portion of the deferred tax asset will not be realised.

Accounting for pensions and other post-employment benefits

Pension benefits represent obligations that will be settled in the future and require assumptions to project the benefit obligations and fair values of plan assets. Post-employment benefit accounting is intended to reflect the recognition of future benefit costs over the employee's expected service period, based on the terms of the plans and the investment and funding decisions made by the Group. For calculation of the present value of the pension obligation and the net cost, actuarial assumptions are made about demographic variables (such as mortality) and financial variables

Note31

Changes in accounting policies

New and amended standards and interpretations adopted by the Group

No new standards have been issued that are effective for annual periods beginning on or after 1 January 2023.

A number of amendments to standards and interpretations are effective for annual periods beginning on or after 1 January 2023. None of these have a material impact on the consolidated financial statements of the Group.

New standards and amendments to standards not yet adopted

A number of amendments to standards and interpretations are effective for annual periods beginning after 1 January 2023, which have not been applied in preparing these consolidated financial statements. None of these are expected to have a material impact on the consolidated financial statements of the Group.

There are no other IFRSs or IFRIC interpretations that are not yet effective that are expected to have a material impact on the Group.

(such as future increases in salaries). Changes in these key assumptions can have a significant impact on the projected benefit obligations, funding requirements and periodic costs incurred. It should be noted that when discount rates decline or rates of future salary increase, the pension benefit obligations will increase. For details about the key assumptions and policies, see Note 23. The carrying amount at the end of the reporting period was SEK 382m (345). See Note 23 for the sensitivity analysis of the combined net defined benefit obligations and other long-term employee benefits to changes in the weighted principal assumptions.

Leases

The Group applies judgment to determine the lease term for some lease contracts, in which it is a lessee, that include renewal options. The assessment of whether the Group is reasonably certain of exercising such options impacts the lease term, which significantly affects the amounts of lease liabilities and right-of-use assets recognised.

Greenfield facility

The Group applied judgement to determine the remaining useful lifetimes and the expected future use of the assets in the three factories that are to be closed in connection with the establishment of the new greenfield facility. Based on these judgements impairment of assets for in total SEK -134m were recognised in 2022. Due to the postponed closure of one of the factories in Roosendaal and the factory in Turnhout a net amount of SEK 24m was reversed in 2023.

The additions to the restructuring provisions for severance payments and outplacement costs of SEK 63m are subject to judgement applied by the Group. The uncertainties about the timing and amount for the restructuring provisions are subject to the outcome of the negotiations with employee representative organisations regarding the terms of the restructuring plan and the future turnover of employees affected by the plan.

Note32

Events after the balance sheet date

The Board proposes a dividend for 2023's result of SEK 1.00 (1.00) per share.

Henri de Sauvage-Nolting has informed the Board of Directors of Cloetta AB that he wishes to resign from his position as President and CEO of the company. He will remain in his role until 1 September 2024.

Parent Company financial statements

Parent Company profit and loss account

SEKm	Note	2023	2022
Net sales	P2	113	97
Gross profit		113	97
General and administrative expenses	P3, P4	-143	-123
Operating loss		-30	-26
Exchange differences on borrowings and cash	P5	-3	2
Other financial income	P5	200	35
Other financial expenses	P5	-168	-107
Net financial items		29	-70
Loss before tax		-1	-96
Income tax	P6	-2	20
Loss for the year		-3	-76

Loss for the year corresponds to comprehensive income for the year.

Primary activities

Cloetta AB's primary activities include head office functions such as group-wide management and administration.

Parent Company balance sheet

SEKm	Note	31 Dec 2023	31 Dec 2022
ASSETS			
Non-current financial assets			
Deferred tax asset	P7	29	26
Shareholdings in group companies	P8	4,884	4,884
Derivative financial instruments	P12	-	2
Receivables from group companies	P15	497	474
Total non-current financial assets		5,410	5,386
Current assets			
Derivative financial instruments	P12	4	16
Receivables from group companies	P15	159	2
Current income tax assets	P7	6	13
Other receivables		2	2
Cash and bank	P9	0	0
Total current assets		171	33
Total assets		5,581	5,419
EQUITY AND LIABILITIES			
Equity			
Share capital		1,443	1,443
Share premium		2,712	2,712
Treasury shares		-79	-78
Retained earnings including profit/loss for the year		-1,864	-1,597
Equity attributable to owners of the Parent Company	P10	2,212	2,480
Non-current liabilities			
Borrowings	P11	799	799
Payables to group companies	P15	150	142
Derivative financial instruments	P12	0	-
Deferred tax liability	P7	1	3
Provisions		1	2
Total non-current liabilities		951	946
Current liabilities			
Borrowings	P11	149	149
Payables to group companies	P15	2,233	1,814
Trade payables		1	3
Other current liabilities		11	8
Derivative financial instruments	P12	1	-
Accrued expenses and deferred income	P13	23	19
Total current liabilities		2,418	1,993
Total equity and liabilities		5,581	5,419

Parent Company statement of changes in equity

SEKm	Share capital	Share premium reserve	Treasury shares	Retained earnings	Total equity
Balance at 1 January 2022	1,443	2,712	-44	-1,247	2,864
Comprehensive income					
Profit for the year	-	-	-	-76	-76
Total comprehensive income for 2022	-	-	-	-76	-76
Transactions with owners					
Purchase of treasury shares	-	-	-34	-	-34
Share-based payments	-	-	-	13	13
Dividend ¹	-	-	-	-287	-287
Total transactions with owners	-	-	-34	-274	-308
Balance at 31 December 2022	1,443	2,712	-78	-1,597	2,480
Comprehensive income					
Loss for the year	-	-	-	-3	-3
Total comprehensive income for 2023	-	-	-	-3	-3
Transactions with owners					
Purchase of treasury shares	-	-	-1	-	-1
Share-based payments	-	-	-	21	21
Dividend ¹	-	-	-	-285	-285
Total transactions with owners	-	-	-1	-264	-265
Balance at 31 December 2023	1,443	2,712	-79	-1,864	2,212

1) The dividend paid in 2023 comprised a dividend of SEK 1.00 (1.00) per share.

Loss for the year corresponds to comprehensive income for the year.
Total equity is attributable to the owners of the Parent Company.

Parent Company cash flow statement

SEKm	Note	2023	2022
Operating loss		-30	-26
Interest paid		-101	-34
Income tax paid		-2	-25
Cash flow from operating activities before changes in working capital		-133	-85
Cash flow from changes in working capital			
Change in operating receivables		-10	87
Change in operating liabilities		434	319
Cash flow from operating activities		291	321
Cash flow from operating and investing activities		291	321
Financing activities			
Repayment of interest-bearing borrowings		-594	-598
Proceeds from borrowings		593	597
Dividends to shareholders		-285	-287
Transaction costs paid		-1	-1
Purchase of treasury shares		-1	-34
Cash flow from financing activities		-288	-323
Cash flow for the year		3	-2
Cash and cash equivalents at beginning of year	P9	0	0
Cash flow for the year		3	-2
Exchange difference		-3	2
Cash and cash equivalents at end of year	P9	0	0

Notes to the Parent Company financial statements

Note P1 Accounting and valuation policies of the Parent Company

The annual financial statements of the Parent Company are presented in accordance with the Swedish Annual Accounts Act (1995:1554) and the Swedish Financial Reporting Board's recommendation RFR 2, Accounting for Legal Entities. The statements issued by the Board with respect to listed companies are also applied. RFR 2 states that in the report for the legal entity, the Parent Company shall apply all EU-endorsed IFRSs and statements as far as possible, within the framework of the Annual Accounts Act and with respect to the connection between accounting and taxation. This recommendation defines the exceptions and additional disclosures compared to IFRS. These financial statements include the financial statements of the Parent Company covering the period from 1 January to 31 December 2023. Unless otherwise stated below, the accounting standards for the Parent Company have been consistently applied in the period.

Changed accounting standards

Neither revised IFRSs, nor revised RFR 2 effective from 1 January 2023 have entailed any practical change in the accounting standards for the Parent Company.

Differences between the accounting policies of the Group and the Parent Company

The differences between the accounting principles applied by the Group and the Parent Company are described below.

Classification and presentation

The profit and loss account and balance sheet of the Parent Company are presented in accordance with the Swedish Annual Accounts Act. The differences compared to IAS 1, Presentation of Financial Statements, relate mainly to financial income and expenses, equity and the presentation of provisions as a separate item in the balance sheet.

Borrowing costs

Borrowing costs are expensed when incurred and recognised in the other financial expenses in the profit and loss account.

Group contributions

Group contributions received are recognised in other financial income in the profit and loss account. Group contributions paid to group companies are reported by the Parent Company as other financial expenses in the profit and loss account.

Shareholdings in group companies

Shareholdings in group companies are accounted for at acquisition costs. The transaction costs are included in the carrying amount of shareholdings in group companies.

Dividends

Anticipated dividends from group companies are recognised in cases where the Parent Company has full control over the size of the dividend and has decided on the size of the dividend before the Parent Company publishes its financial reports.

Dividends received from group companies are recognised in the profit and loss account.

Employee benefits

Remeasurements arising from defined benefit plans also include the return on plan assets excluding interest and the effect of the asset ceiling, if any, excluding interest. Remeasurements are recognised in the profit and loss account when incurred. Salary increases are not taken into account in the calculation of the defined benefit obligation, and the applied discount rate is established by the Swedish Financial Supervisory Authority. All other expenses related to defined benefit plans are recognised in the general and administrative expenses in the profit and loss account when incurred.

Financial guarantees

For reporting of financial guarantee contracts on behalf of group companies, the Parent Company applies a voluntary exemption that is permitted by the Swedish Financial Reporting Board. The voluntary exemption relates to financial guarantees issued on behalf of group companies. The Parent Company recognises financial guarantee contracts as provisions in the balance sheet when it is probable that an outflow of resources will be required to settle the obligation. The costs are recognised in the general and administrative expenses in the profit and loss account.

Note P2 Breakdown of income

The net sales of SEK 113m (97) relate to intra-group services and intra-group royalty income.

The breakdown of net sales by market is as follows:

SEKm	2023	2022
Sweden	45	38
The Netherlands	21	21
Finland	11	9
Other	36	29
Total	113	97

Note P3 Personnel expenses and number of employees

SEKm	2023	2022
Salaries and remuneration Group Management Team		
– Sweden	34	28
<i>Of which, short-term variable compensation</i>		
– Sweden	12	10
Total salaries and remuneration	34	28
Pension costs Group Management Team		
– Defined contribution plans	4	4
Total pension costs	4	4
Social security expenses, all employees	6	9
Total pension costs and social security expenses	10	13
Total personnel expenses	44	41

See pages 66–67 for details on remuneration of the Group Management Team.

The company expenses the pension obligation related to the defined benefit pension plans, which are secured through credit insurance with, and administered by, Försäkringsbolaget PRI Pensionsgaranti, Mutual in the administrative expenses in the profit and loss account.

The average number of employees is 4 (4), of which 0 (0) are women. All employees are employed in Sweden.

The specification of gender distribution in the Board of Directors and Group Management Team is as follows:

%	2023	2022
Percentage of women		
Board of Directors	43	38
Group Management Team	20	20

Note P4 Audit fees

SEKm	2023	2022
Fee for auditing services	3	3
<i>Fee for other services</i>		
– Tax advice	-	-
– Audit-related advice	-	-
– Other	-	-
Total other services	-	-
Total audit fees	3	3

For both the financial years 2022 and 2023 PwC was elected as auditor of the Group.

- Auditing services relate to:
- the audit of the statutory financial statements of the Parent Company,
 - the audit of the Parent Company's administration by the Board of Directors and the President and CEO,
 - the procedures for the auditor's statement regarding the guidelines for remuneration to senior executives, pursuant to Chapter 8, Section 54 of the Swedish Companies Act (2005:551), and
 - the procedures for the auditor's opinion on the statutory sustainability report.

Note P5 Net financial items

SEKm	2023	2022
Exchange differences on borrowings and cash	-3	2
Group contributions	150	-
Interest income, group companies	32	13
Unrealised gains on single currency interest rate swaps	-	17
Realised gains on single currency interest rate swaps	18	5
Other financial income	200	35
Group contributions	-	-55
Interest expenses, third-party borrowings	-43	-16
Interest expenses, group companies	-108	-36
Interest expenses on third-party pensions	0	0
Unrealised losses on single currency interest rate swaps	-16	-
Other interest expenses	-1	0
Other financial expenses	-168	-107
Net financial items	29	-70

Note P6 Income taxes

SEKm	2023	2022
Current income tax	-8	3
Deferred income tax	6	17
Total	-2	20
The year's income tax expense corresponds to an effective tax rate of, %	-147.8	21.1

SEKm	2023	2022
<i>The difference between the effective tax rate and the statutory tax rate in Sweden is attributable to the following items:</i>		
Taxable profit from ordinary activities	-1	-96
Tax calculated at applicable tax rate for the Parent Company	0	20
Expenses not deductible for tax purposes	0	0
Adjustments recognised in the period for tax for prior periods	-1	1
Other	-1	-1
Income tax	-2	20
Reported effective tax rate, %	-147.8	21.1
Tax rate in Sweden, %	20.6	20.6

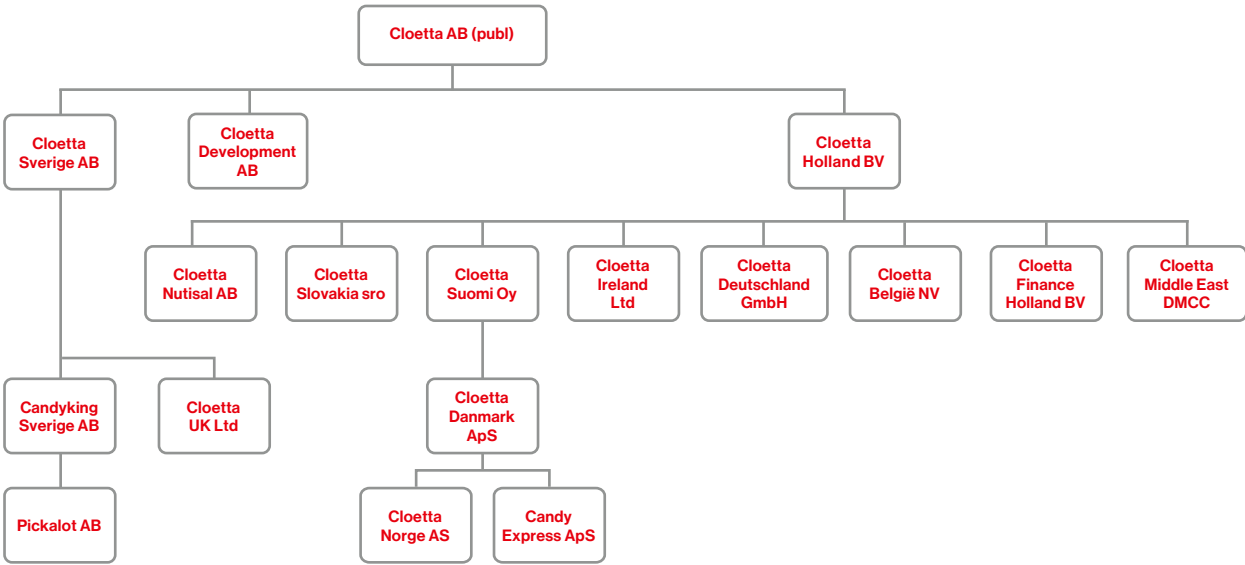
Note P7 Deferred and current income tax

Deferred tax assets and liabilities relate to the tax effect of the difference between the tax base of the defined asset or liability and its carrying amount as recognised in the financial statements. Deferred tax assets for the period were SEK 29m (26) and are considered to be realised after more than 12 months. The recognised deferred tax assets comprise deductible temporary differences of SEK 23m (20) and unutilised tax losses carried forward of SEK 6m (6). There are no unrecognised deferred taxes.

Note

P8

Shareholdings in group companies



	Corp. ID no.	Domicile	% of capital		Carrying amount in SEKm	
			2023	2022	2023	2022
Cloetta Holland B.V.	34221053	Amsterdam, the Netherlands	100	100	4,087	4,087
Cloetta België N.V.	0404183756	Turnhout, Belgium	100	100	-	-
Cloetta Suomi Oy	1933121-3	Turku, Finland	100	100	-	-
Cloetta Danmark ApS	28106866	Brøndby, Denmark	100	100	-	-
Candy Express ApS	42377732	Brøndby, Denmark	100	100	-	-
Cloetta Norge AS	987943033	Høvik, Norway	100	100	-	-
Cloetta Deutschland GmbH	HRB 9561	Bocholt, Germany	100	100	-	-
Cloetta Finance Holland B.V.	20078943	Amsterdam, the Netherlands	100	100	-	-
Cloetta Slovakia s.r.o.	35 962 488	Bratislava, Slovakia	100	100	-	-
Cloetta Nutisal AB	556706-9264	Helsingborg, Sweden	100	100	-	-
Cloetta Ireland Holding Ltd. ¹	544426	Dublin, Ireland	-	100	-	-
Cloetta Ireland Ltd.	285910	Dublin, Ireland	100	100	-	-
Cloetta Middle East DMCC	DMCC156985	Dubai, United Arab Emirates	100	100	-	-
Cloetta Sverige AB	556674-9155	Malmö, Sweden	100	100	795	795
Candyking Sverige AB	556319-6780	Malmö, Sweden	100	100	-	-
Pickalot AB	556730-1857	Malmö, Sweden	100	100	-	-
Cloetta UK Ltd.	01726257	Hampshire, United Kingdom	100	100	-	-
Cloetta Development AB	556377-3182	Linköping, Sweden	100	100	2	2
Total					4,884	4,884

1) On 13 February 2023, Cloetta Ireland Holding Ltd was struck off.

See Note 1 for disclosures on changes in Group structure.

Note

P9

Cash and cash equivalents

A Multicurrency Zero Balancing Cash Pool (MZBCP) is in place, which is held by Cloetta Holland B.V. As a result, only the cash at bank accounts outside the MZBCP is presented for Cloetta AB (publ).

See Note 18 for further details.

Note

P10

Equity

Share capital

See Note 19 for a description of the share capital of the Parent Company.

Non-restricted equity

Retained earnings

Retained earnings comprise the sum of profit for the year and retained earnings from previous years. Retained earnings including the share premium reserve represent the amount of non-restricted equity available for distribution to the shareholders.

Treasury shares

Cloetta has purchased 1,622,932 shares at an average share price, including incremental transaction costs, of SEK 20.6560 during the period 31 October 2022 till 23 November 2022. Cloetta has purchased 63,704 shares at an average share price, including incremental transaction costs, of SEK 17.8289 on 30 October 2023. These shares are held as treasury shares. The treasury shares are held with the purpose of issuing shares to the participants of LTI'21, LTI'22 and LTI'23 at vesting date.

Dividend

The Annual General Meeting (AGM) approved the following dividend on 6 April 2022 and 4 April 2023:

	2023	2022
Dividend per share, SEK	1.00	1.00
Total dividend, SEKm	285	287
Dividend as a percentage of profit of the Cloetta Group for the previous year	104 ¹	61
Payment date	April 2023	April 2022

1) The dividend as percentage of profit for the previous year, adjusted for the impact of recognised impairments and provisions and other items affecting comparability related to the investment in the greenfield facility amounted to 63 per cent.

After the reporting date, the following dividend was proposed by the Board of Directors. The dividend has not been recognised as liability in the balance sheet

	2023	2022
Dividend per share, SEK	1.00	1.00
Total dividend, SEKm	285	285

The Board of Directors proposes that the total earnings in the Parent Company at the disposal of the AGM of SEK 848m (1,115) are to be distributed as follows: SEK 285m (285) to be distributed to the shareholders and SEK 563m (830) to be carried forward to new account.

Note

P11

Borrowings

The Parent Company's borrowings consist of loans from credit institutions for a net amount of SEK 799m (799) and commercial papers of SEK 149m (149).

The following table shows the reconciliation of movements of liabilities to cash flows arising from financing activities

SEKm	Long-term borrowings	Short-term borrowings	Total
Balance at 1 January 2022	799	150	949
Changes from financing cash flows			
Proceeds from commercial papers	-	597	597
Repayment of commercial papers	-	-598	-598
Transaction costs paid	-1	-	-1
Total changes from financing cash flows	-1	-1	-2
Other changes			
Reclassification between long-term and short-term borrowings	1	-1	-
Amortisation of capitalised transaction costs	-	1	1
Interest expenses, third-party borrowings	14	2	16
Interest paid	-14	-2	-16
Total other changes	1	0	1
Balance at 31 December 2022	799	149	948
Changes from financing cash flows			
Proceeds from commercial papers	-	593	593
Repayment of commercial papers	-	-594	-594
Total changes from financing cash flows	-	-1	-1
Other changes			
Amortisation of capitalised transaction costs	-	1	1
Interest expenses, third-party borrowings	36	6	42
Interest paid	-36	-6	-42
Total other changes	0	1	1
Balance at 31 December 2023	799	149	948

See Note 21 for the disclosure of the borrowings.

Note

P12

Derivative financial instruments

The derivative financial instruments comprise single currency interest rate swap assets amounting to SEK 4m (18) of which SEK 0m (2) is non-current in nature and single currency interest rate swap liabilities amounting to SEK 1m (0) of which SEK 0m (0) is non-current in nature.

Note

P13

Accrued expenses and deferred income

Accrued expenses and deferred income amount to SEK 23m (19), of which SEK 17m (14) is related to accrued personnel-related expenses and SEK 6m (5) to other accrued expenses and deferred income.

Note

P14

Pledged assets and contingent liabilities

SEKm	31 Dec 2023	31 Dec 2022
<i>Contingent liabilities</i>		
Guarantees on behalf of group companies	235	561
Guarantee for loans from credit institutions for group companies	1,387	1,390
Total	1,622	1,951

The company issued a parent company guarantee pursuant to Article 403, Book 2 of the Dutch Civil Code in respect of Cloetta Holland B.V. and Cloetta Finance Holland B.V. This means that Cloetta AB declares and accepts, under reservation of legal repeal of the declaration, joint and several liability for the debts resulting from legal acts of Cloetta Holland B.V. and Cloetta Finance Holland B.V. As the probability of a settlement is remote, an estimate of the financial effect is not practical to calculate. The company issued a support letter to Cloetta Ireland Ltd. The term and revolving facilities agreement is unsecured in nature.

Note

P15

Related-party transactions

The Parent Company's holdings of shares and participations in subsidiaries are specified in Note P8.

Receivables from and liabilities to subsidiaries are broken down as follows:		
SEKm	31 Dec 2023	31 Dec 2022
Non-current interest-bearing receivables	497	474
Current interest-free receivables	159	2
Non-current interest-bearing payables	-150	-142
Current interest-bearing payables	-2,233	-1,814
Total	-1,727	-1,480

For the Parent Company, SEK 113m (97), equal to 100 per cent (100) of the year's net sales, and SEK 69m (68), equal to 49 per cent (55) of the year's purchases, relate to group companies in the Cloetta Group. The prices of goods and services sold to and purchased from related parties are set on market-based terms.

At 31 December 2023, the Parent Company's receivables from group companies amounted to SEK 656m (476) and liabilities to subsidiaries amounted to SEK 2,383m (1,956). Transactions with related parties are priced on market-based terms. Total costs excluding social security charges related to the share-based long-term incentive plan amounted to SEK 7m (4), of which SEK 7m (4) is related to the Group Management Team.

The Parent Company has no past experience of credit losses on receivables from group companies and future credit losses are expected to be immaterial.

Proposed appropriation of earnings

Earnings in the Parent Company at the disposal of the Annual General Meeting			2023
Share premium reserve	SEK	2,711,620,366	
Retained earnings	SEK	-1,860,766,166	
Profit for the year	SEK	-3,107,068	
Total	SEK	847,747,132	

The Board of Directors proposes that dividends be paid in a total amount of SEK 285,342,034 equal to SEK 1.00 per share. The Board of Directors proposes that the earnings be disposed of as follows:

The earnings are to be disposed as follows:			2023
To be distributed to the shareholders	SEK	285,342,034	
To be carried forward to new account	SEK	562,405,098	
Total	SEK	847,747,132	

The number of shares at 31 December 2023 was 288,619,299, of which 3,277,265 were held in treasury.

The Board of Directors and the President and CEO give their assurance that the consolidated financial statements and annual report have been prepared in accordance with Regulation (EC) No. 1606/2002 of the European Parliament and of the Council of 19 July 2002, on the Application of International Accounting Standards and Generally Accepted Accounting Standards, and give a true and fair view of the financial position and results of operations of the Group and the Parent Company. The administration report for the Group

and the Parent Company gives a true and fair view of the business activities, financial position and results of operations of the Group and the Parent Company, and describes the significant risks and uncertainties to which the Parent Company and the Group companies are exposed. The statutory Sustainability Report, comprising those areas in the Cloetta AB (publ) annual report with content specified on the inside of the front cover, has been approved for publication by the Board of Directors.

Stockholm, 7 March 2024			
Mikael Norman <i>Chairman</i>			
Pauline Lindwall <i>Member of the Board</i>	Patrick Bergander <i>Member of the Board</i>	Malin Jennerholm <i>Member of the Board</i>	Alan McLean Raleigh <i>Member of the Board</i>
Mikael Svenfelt <i>Member of the Board</i>	Camilla Svenfelt <i>Member of the Board</i>	Lena Grönedal <i>Employee Board member</i>	
Henri de Sauvage-Nolting <i>President and CEO</i>			
Our audit report was issued 7 March 2024			
Öhrlings PricewaterhouseCoopers AB			
Sofia Götmar-Blomstedt <i>Authorised Public Accountant</i> Partner in charge		Erik Bergh <i>Authorised Public Accountant</i>	

The profit and loss accounts and balance sheets of the Group and the Parent Company are subject to approval by the AGM on 9 April 2024. The information in this report is subject to the disclosure

requirements of Cloetta AB (publ) under the provisions in the Swedish Securities Market Act. The information was submitted for publication on 11 March 2024, at 08:00 CET.

Auditor’s report

Unofficial translation

To the general meeting of the shareholders of Cloetta AB (publ), corporate identity number 556308-8144

Report on the annual accounts and consolidated accounts Opinions

We have audited the annual accounts and consolidated accounts of Cloetta AB (publ) for the year 2023 except for the corporate governance statement on pages 60–73. The annual accounts and consolidated accounts of the company are included on pages 47–123 in this document.

In our opinion, the annual accounts have been prepared in accordance with the Annual Accounts Act and present fairly, in all material respects, the financial position of parent company and the group as of 31 December 2023 and its financial performance and cash flow for the year then ended in accordance with the Annual Accounts Act. The consolidated accounts have been prepared in accordance with the Annual Accounts Act and present fairly, in all material respects, the financial position of the group as of 31 December 2023 and their financial performance and cash flow for the year then ended in accordance with International Financial Reporting Standards (IFRS), as adopted by the EU, and the Annual Accounts Act. Our opinions do not cover the corporate governance statement on pages 60–73. The statutory administration report is consistent with the other parts of the annual accounts and consolidated accounts.

We therefore recommend that the general meeting of shareholders adopts the income statement and balance sheet for the parent company and the group.

Our opinions in this report on the annual accounts and consolidated accounts are consistent with the content of the additional report that has been submitted to the parent company’s audit committee in accordance with the Audit Regulation (537/2014) Article 11.

Basis for Opinions

We conducted our audit in accordance with International Standards on Auditing (ISA) and generally accepted auditing standards in Sweden. Our responsibilities under those standards are further described in the Auditor’s Responsibilities section. We are independent of the parent company and the group in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements. This includes that, based on the best of our knowledge

and belief, no prohibited services referred to in the Audit Regulation (537/2014) Article 5.1 have been provided to the audited company or, where applicable, its parent company or its controlled companies within the EU.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinions.

Our audit approach

Audit scope

We designed our audit by determining materiality and assessing the risks of material misstatement in the consolidated financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the group operates.

Materiality

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance whether the financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall group materiality for the consolidated financial statements as a whole. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Key audit matters

Key audit matters of the audit are those matters that, in our professional judgment, were of most significance in our audit of the annual accounts and consolidated accounts of the current period.

These matters were addressed in the context of our audit of, and in forming our opinion thereon, the annual accounts and consolidated accounts as a whole, but we do not provide a separate opinion on these matters.

Key audit matters

Impairment test for intangible assets

Goodwill and other intangible assets with an indefinite useful life represent a significant part of the Balance Sheet of Cloetta and amount to SEK 5,803m (5,813) as of 31 December 2023. The group annually performs an impairment assessment of the assets based on a calculation of the discounted cash flow for the cash generating unit in which goodwill and other intangible assets are reported, as required by IFRS. Impairment tests, by their nature, are based on a high level of judgments and assumptions regarding future cash flows.

Information is provided in Note 1 and 12 as to how the group’s management has undertaken its assessments and provides information on important assumptions and sensitivity analyses. As described in Note 12, key variables in the test are growth rate and discount factor (cost of capital). It is also presented that no impairment requirement has been identified in 2023 based on the assumptions undertaken.

How our audit addressed the Key audit matters

In our audit, we have evaluated the calculation model applied by management and tested the mathematical accuracy. This implies that we have reconciled and critically tested essential variables against budget and long-term plan for the group and in some cases towards external data. Furthermore, we have performed a retrospective review of the prior period estimate by comparing it to actual current period results.

We have tested the sensitivity in the group’s analysis for key assumptions in order to assess the risk for impairment. We have also assessed the disclosures included in the financial statements.

Other Information than the annual accounts and consolidated accounts

This document also contains other information than the annual accounts and consolidated accounts and is found on pages 1–46 and 128–152. Other information also consists of the remuneration report 2023 which we obtained before the date of this auditor’s report. The Board of Directors and the Managing Director are responsible for this other information.

Our opinion on the annual accounts and consolidated accounts does not cover this other information and we do not express any form of assurance conclusion regarding this other information.

In connection with our audit of the annual accounts and consolidated accounts, our responsibility is to read the information identified above and consider whether the information is materially inconsistent with the annual accounts and consolidated accounts. In this procedure we also take into account our knowledge otherwise obtained in the audit and assess whether the information otherwise appears to be materially misstated.

If we, based on the work performed concerning this information, conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Board of Directors and the Managing Director

The Board of Directors and the Managing Director are responsible for the preparation of the annual accounts and consolidated accounts and that they give a fair presentation in accordance with the Annual Accounts Act and, concerning the consolidated accounts, in accordance with IFRS as adopted by the EU. The Board of Directors and the Managing Director are also responsible for such internal control

as they determine is necessary to enable the preparation of annual accounts and consolidated accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts and consolidated accounts, The Board of Directors and the Managing Director are responsible for the assessment of the company’s and the group’s ability to continue as a going concern. They disclose, as applicable, matters related to going concern and using the going concern basis of accounting. The going concern basis of accounting is however not applied if the Board of Directors and the Managing Director intend to liquidate the company, to cease operations, or has no realistic alternative but to do so.

The Audit Committee shall, without prejudice to the Board of Directors’ responsibilities and tasks in general, among other things oversee the company’s financial reporting process.

Auditor’s responsibility

Our objectives are to obtain reasonable assurance about whether the annual accounts and consolidated accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinions. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs and generally accepted auditing standards in Sweden will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual accounts and consolidated accounts.

A further description of our responsibility for the audit of the annual accounts and consolidated accounts is available on Revisorsinspektionen’s website: www.revisorsinspektionen.se/revisornsansvar. This description is part of the auditor’s report.

Report on other legal and regulatory requirements

The auditor’s examination of the administration of the company and the proposed appropriations of the company’s profit or loss

Opinions

In addition to our audit of the annual accounts and consolidated accounts, we have also audited the administration of the Board of Directors’ and the Managing Director of Cloetta AB (publ) for the year 2023 and the proposed appropriations of the company’s profit or loss.

We recommend to the general meeting of shareholders that the profit be appropriated in accordance with the proposal in the statutory administration report and that the members of the Board of Director’s and the Managing Director be discharged from liability for the financial year.

Basis for Opinions

We conducted the audit in accordance with generally accepted auditing standards in Sweden. Our responsibilities under those standards are further described in the Auditor’s Responsibilities section. We are independent of the parent company and the group in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinions.

Responsibilities of the Board of Directors and the Managing Director

The Board of Directors is responsible for the proposal for appropriations of the company’s profit or loss. At the proposal of a dividend, this includes an assessment of whether the dividend is justifiable considering the requirements which the company’s and the group’s type of operations, size and risks place on the size of the parent company’s and the group’ equity, consolidation requirements, liquidity and position in general.

The Board of Directors is responsible for the company’s organization and the administration of the company’s affairs. This includes among other things continuous assessment of the company’s and the group’s financial situation and ensuring that the company’s organization is designed so that the accounting, management of assets and the company’s financial affairs otherwise are controlled in a reassuring manner. The Managing Director shall manage the ongoing administration according to the Board of Directors’ guidelines and instructions and among other matters take measures that are necessary to fulfill the company’s accounting in accordance with law and handle the management of assets in a reassuring manner.

Auditor’s responsibility

Our objective concerning the audit of the administration, and thereby our opinion about discharge from liability, is to obtain audit evidence to assess with a reasonable degree of assurance whether any member of the Board of Directors or the Managing Director in any material respect:

- has undertaken any action or been guilty of any omission which can give rise to liability to the company, or
- in any other way has acted in contravention of the Companies Act, the Annual Accounts Act or the Articles of Association.

Our objective concerning the audit of the proposed appropriations of the company’s profit or loss, and thereby our opinion about this, is to assess with reasonable degree of assurance whether the proposal is in accordance with the Companies Act.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with generally accepted auditing standards in Sweden will always detect actions or omissions that can give rise to liability to the company, or that the proposed appropriations of the company’s profit or loss are not in accordance with the Companies Act.

A further description of our responsibility for the audit of the administration is available on Revisorsinspektionen’s website: www.revisorsinspektionen.se/revisornsansvar. This description is part of the auditor’s report.

The auditor’s examination of the ESEF report

Opinion

In addition to our audit of the annual accounts and consolidated accounts, we have also examined that the Board of Directors and the Managing Director have prepared the annual accounts and consolidated accounts in a format that enables uniform electronic reporting (the ESEF report) pursuant to Chapter 16, Section 4(a) of the Swedish Securities Market Act (2007:528) for Cloetta AB (publ) for the financial year 2023.

Our examination and our opinion relate only to the statutory requirements.

In our opinion, the ESEF report has been prepared in a format that, in all material respects, enables uniform electronic reporting.

Basis for Opinions

We have performed the examination in accordance with FAR’s recommendation RevR 18 *Examination of the ESEF report*. Our responsibility under this recommendation is described in more detail in the Auditors’ responsibility section. We are independent of Cloetta AB (publ) in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of the Board of Directors and the Managing Director

The Board of Directors and the Managing Director are responsible for the preparation of ESEF report in accordance with the Chapter 16, Section 4(a) of the Swedish Securities Market Act (2007:528), and for such internal control that the Board of Directors and the Managing Director determine is necessary to prepare the ESEF report without material misstatements, whether due to fraud or error.

Auditor’s responsibility

Our responsibility is to form an opinion with reasonable assurance whether the ESEF report is in all material respects prepared in a format that meets the requirements of Chapter 16, Section 4(a) of the Swedish Securities Market Act (2007:528), based on the procedures performed.

RevR 18 requires us to plan and execute procedures to achieve reasonable assurance that the ESEF report is prepared in a format that meets these requirements.

Reasonable assurance is a high level of assurance, but it is not a guarantee that an engagement carried out according to RevR 18 and generally accepted auditing standards in Sweden will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the ESEF report.

The firm applies International Standard on Quality Management 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

The examination involves obtaining evidence, through various procedures, that the ESEF report has been prepared in a format that enables uniform electronic reporting of the annual accounts and consolidated accounts. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement in the report, whether due to fraud or error. In carrying out this risk assessment, and in order to design audit procedures that are appropriate in the circumstances, the auditor considers those elements of internal control that are relevant to the preparation of the ESEF report by the Board of Directors and the Managing Director, but not for the purpose of expressing an opinion on the effectiveness of those internal controls. The examination also includes an evaluation of the appropriateness and reasonableness of assumptions made by the Board of Directors and the Managing Director.

The procedures mainly include a validation that the ESEF report has been prepared in a valid XHTML format and a reconciliation of the ESEF report with the audited annual accounts and consolidated accounts.

Furthermore, the procedures also include an assessment of whether the consolidated statement of financial performance, financial position, changes in equity, cash flow and disclosures in the ESEF report have been marked with iXBRL in accordance with what follows from the ESEF regulation.

The auditor’s examination of the corporate governance statement

The Board of Directors is responsible for that the corporate governance statement on pages 60–73 has been prepared in accordance with the Annual Accounts Act.

Our examination of the corporate governance statement is conducted in accordance with FAR’s auditing standard RevR 16 The auditor’s examination of the corporate governance statement. This means that our examination of the corporate governance statement is different and substantially less in scope than an audit conducted in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden. We believe that the examination has provided us with sufficient basis for our opinions.

A corporate governance statement has been prepared. Disclosures in accordance with chapter 6 section 6 the second paragraph points 2–6 of the Annual Accounts Act and chapter 7 section 31 the second paragraph the same law are consistent with the other parts of the annual accounts and consolidated accounts and are in accordance with the Annual Accounts Act.

Öhrlings PricewaterhouseCoopers AB, 113 97 Stockholm, was appointed auditor of Cloetta AB (publ) by the general meeting of the shareholders on the 4 April 2023 and has been the company’s auditor since the 4 April 2019.

Stockholm, 7 March 2024

Öhrlings PricewaterhouseCoopers AB

Sofia Götmar-Blomstedt
Authorised Public Accountant
Partner in charge

Erik Bergh
Authorised Public Accountant

Ten-year overview

SEKm	2023	2022	2021	2020	2019	2018	2017	2016	2015	2014
Profit and loss account in summary										
Net sales	8,301	6,869	6,046	5,695	6,493	6,218	5,784	5,107	5,674	5,313
Cost of goods sold	-5,751	-4,738	-3,898	-3,718	-4,112	-3,934	-3,678	-3,084	-3,463	-3,325
Gross profit	2,550	2,131	2,148	1,977	2,381	2,284	2,106	2,023	2,211	1,988
Other income	-	-	-	-	-	4	6	-	0	5
Selling expenses	-1,073	-1,009	-938	-951	-1,011	-1,025	-972	-806	-949	-892
General and administrative expenses	-742	-656	-645	-584	-643	-603	-613	-582	-591	-524
Operating profit	735	466	565	442	727	660	527	635	671	577
Exchange differences cash and cash equivalents in foreign currencies	-43	-143	33	-10	-19	-16	-17	-8	-1	-11
Other financial income	128	83	9	3	2	5	7	17	6	4
Other financial expenses	-250	-63	-49	-52	-62	-87	-74	-175	-183	-232
Net financial items	-165	-123	-7	-59	-79	-98	-84	-166	-178	-239
Profit before tax	570	343	558	383	648	562	443	469	493	338
Income tax expense	-133	-68	-86	-118	-150	-79	-206	-122	-107	-96
Profit for the period for continuing operations	437	275	472	265	498	483	237	347	386	242
Result after tax from discontinued operations	-	-	-	-	-	-	-334	-538	-	-
Net profit/loss for the period	437	275	472	265	498	483	-97	-191	386	242
Profit for the period attributable to:										
Owners of the Parent Company										
Continuing operations	437	275	472	265	498	483	237	347	386	242
Discontinued operation	-	-	-	-	-	-	-334	-538	-	-
Total	437	275	472	265	498	483	-97	-191	386	242

SEKm	31 Dec 2023	31 Dec 2022	31 Dec 2021	31 Dec 2020	31 Dec 2019	31 Dec 2018	31 Dec 2017	31 Dec 2016	31 Dec 2015	31 Dec 2014
Balance sheet in summary										
Intangible assets	5,862	5,883	5,582	5,530	5,684	5,626	5,490	5,354	5,948	5,882
Property, plant and equipment	1,686	1,581	1,576	1,560	1,559	1,354	1,338	1,700	1,698	1,667
Deferred tax asset	23	43	42	21	9	16	20	54	64	84
Derivative financial instruments	5	25	2	-	-	-	-	-	-	-
Other financial assets	3	3	5	3	7	11	11	13	27	105
Total non-current assets	7,579	7,535	7,207	7,114	7,259	7,007	6,859	7,121	7,737	7,738
Inventories	1,292	1,090	843	952	888	765	745	780	786	853
Trade and other receivables	1,089	1,030	787	736	928	838	881	988	975	1,121
Current income tax assets	47	44	19	30	6	6	8	36	3	3
Derivative financial instruments	18	34	1	-	-	1	0	4	1	2
Cash and cash equivalents	658	583	692	396	579	551	759	298	246	229
Total current assets	3,104	2,781	2,342	2,114	2,401	2,161	2,393	2,106	2,011	2,208
Assets held for sale	-	-	-	-	-	-	-	9	11	16
TOTAL ASSETS	10,683	10,316	9,549	9,228	9,660	9,168	9,252	9,236	9,759	9,962
Equity	5,098	4,994	4,515	4,153	4,197	3,968	3,818	4,199	4,344	4,048
Long-term borrowings	2,264	2,277	2,162	111	939	2,076	1,715	2,666	2,612	2,993
Deferred tax liability	900	884	863	836	803	754	703	586	621	483
Derivative financial instruments	8	-	-	0	3	3	2	12	44	56
Other non-current liabilities	-	-	-	-	-	-	138	-	43	147
Provisions for pensions and other long-term employee benefits	382	345	505	512	499	419	374	396	378	505
Provisions	160	107	-	5	5	9	5	22	10	16
Total non-current liabilities	3,714	3,613	3,530	1,464	2,249	3,261	2,937	3,682	3,708	4,200
Short-term borrowings	220	207	206	2,368	1,870	500	999	2	344	423
Derivative financial instruments	1	-	0	54	68	61	71	54	35	16
Trade and other payables	1,585	1,419	1,267	1,144	1,227	1,342	1,394	1,196	1,216	1,152
Provisions	14	6	5	24	5	23	3	64	57	65
Current income tax liabilities	51	77	26	21	44	13	30	39	55	58
Total current liabilities	1,871	1,709	1,504	3,611	3,214	1,939	2,497	1,355	1,707	1,714
Total equity and liabilities	10,683	10,316	9,549	9,228	9,660	9,168	9,252	9,236	9,759	9,962

Key ratios

SEKm	2023	2022	2021	2020	2019	2018	2017	2016	2015	2014
Profit										
Net sales	8,301	6,869	6,046	5,695	6,493	6,218	5,784	5,107	5,674	5,313
Net sales, change %	20.8	13.6	6.2	-12.3	4.4	7.5	13.3	n/a	6.8	8.6
Organic net sales, change, %	15.7	10.0	8.4	-11.2	2.3	-2.8	-1.2	n/a	1.5	1.0
Gross margin, %	30.7	31.0	35.5	34.7	36.7	36.7	36.4	39.6	39.0	37.4
Depreciation	-284	-251	-250	-270	-290	-218	-218	-206	-227	-198
Amortisation	-11	-11	-10	-10	-11	-12	-11	-5	-4	-3
Impairment loss other non-current assets	17	-136	-1	-13	-2	-	-9	-2	-	-
Operating profit (EBIT), adjusted	799	691	571	495	743	677	604	695	690	632
Operating profit margin (EBIT margin), adjusted %	9.6	10.1	9.4	8.7	11.4	10.9	10.4	13.6	12.2	11.9
Operating profit (EBIT)	735	466	565	442	727	660	527	635	671	577
Operating profit margin (EBIT margin), %	8.9	6.8	9.3	7.8	11.2	10.6	9.1	12.4	11.8	10.9
EBITDA, adjusted	1,100	955	832	777	1,046	907	833	906	921	833
EBITDA	1,013	864	826	735	1,030	890	765	848	902	778
Profit margin, %	6.9	5.0	9.2	6.7	10.0	9.0	7.7	9.2	8.7	6.4
Segments										
Branded packaged products										
Net sales	6,153	5,169	4,686	4,527	n/a	n/a	n/a	n/a	n/a	n/a
Operating profit, adjusted	786	669	577	649	n/a	n/a	n/a	n/a	n/a	n/a
Operating profit margin, adjusted %	12.8	12.9	12.3	14.3	n/a	n/a	n/a	n/a	n/a	n/a
Pick & mix										
Net sales	2,148	1,700	1,360	1,168	n/a	n/a	n/a	n/a	n/a	n/a
Operating profit, adjusted	13	22	-6	-154	n/a	n/a	n/a	n/a	n/a	n/a
Operating profit margin, adjusted %	0.6	1.3	-0.4	-13.2	n/a	n/a	n/a	n/a	n/a	n/a
Financial position										
Working capital	796	701	363	540	589	402	232	572	628	819
Capital expenditure	379	296	230	357	235	184	157	170	161	186
Net debt	1,825	1,855	1,679	2,139	2,302	2,091	2,035	2,443	2,818	3,308
Capital employed	7,973	7,823	7,388	7,198	7,576	7,027	6,979	7,329	7,756	8,041
Return on capital employed, % ¹	10.9	7.2	7.9	6.0	10.0	9.5	8.2	11.1	8.6	7.5
Equity/assets ratio, %	47.7	48.4	47.3	45.0	43.4	43.3	41.3	45.5	44.5	40.6
Net debt/equity ratio, %	35.8	37.1	37.2	51.5	54.8	52.7	53.3	58.2	64.9	81.7
Return on equity, %	8.6	5.5	10.5	6.4	11.9	12.2	6.2	-4.5	8.9	6.0
Equity per share, SEK	17.9	17.5	15.7	14.4	14.5	13.7	13.2	14.5	15.1	14.0
Net debt/EBITDA, x	1.7	1.9	2.0	2.8	2.2	2.3	2.4	2.4	3.0	4.0
Cash flow										
Cash flow from operating activities	778	519	858	641	724	628	712	889	927	500
Cash flow from investing activities	-280	-213	-191	-274	-330	-184	-22	-322	-367	-369
Cash flow after investments	498	306	667	367	394	444	690	567	560	131
Free cash flow	496	305	664	366	538	444	555	719	766	318
Free cash flow yield, %	9.5	5.1	8.8	5.2	5.9	6.3	6.5	8.7	9.5	4.9
Cash flow from operating activities per share, SEK	2.7	1.8	3.0	2.2	2.5	2.2	2.5	3.1	3.2	1.7

1) Return on capital employed for 2016 was calculated pro-forma for continuing operations.

2) Average number of employees is presented for continuing operations in 2017. Employee numbers in 2019 have been updated following the implementation of a new company-wide HR system. Comparative figures have not been restated.

3) Until 2020, Cloetta entered into forward contracts to repurchase own shares to fulfill its future obligation to deliver the shares to the participants of its long-term share-based incentive plan. The last contract was settled in 2021. As of 2021, Cloetta purchased treasury shares to fulfill its future obligation to deliver shares to the participants of the long-term share-based incentive plan, if vesting conditions are met.

4) In March 2020, the Board of Directors decided to withdraw its proposal for a dividend for the 2019 financial year of SEK 1.00 per share, as a result of the increased uncertainty due to the Covid-19 pandemic. In September 2020, the Board of Directors proposed a dividend of SEK 0.50 per share for the 2019 financial year, considering Cloetta's strong financial position and cash generative business model. The EGM on 3 November 2020 approved this dividend proposal.

	2023	2022	2021	2020	2019	2018	2017	2016	2015	2014
Employees										
Average number of employees ²	2,582	2,598	2,599	2,653	2,629	2,458	2,467	2,115	2,583	2,533
Share data										
Earnings per share, SEK										
Basic ³	1.53	0.96	1.64	0.92	1.74	1.69	-0.34	-0.67	1.35	0.84
Diluted ³	1.53	0.96	1.64	0.92	1.74	1.68	-0.34	-0.67	1.35	0.84
<i>Earnings per share from continuing operations, SEK</i>										
Basic ³	1.53	0.96	1.64	0.92	1.74	1.69	0.83	1.21	1.35	0.84
Diluted ³	1.53	0.96	1.64	0.92	1.74	1.68	0.83	1.21	1.35	0.84
<i>Earnings per share from discontinued operation, SEK</i>										
Basic ³	-	-	-	-	-	-	-1.17	-1.88	-	-
Diluted ³	-	-	-	-	-	-	-1.17	-1.88	-	-
Ordinary dividend per share, proposed, SEK ⁴	1.00	1.00	1.00	0.75	0.50	1.00	0.75	0.75	0.50	-
Special dividend per share, SEK	-	-	-	-	-	-	0.75	-	-	-
Number of shares outstanding at end of period ³	285,342,034	285,405,738	287,028,670	288,619,299	288,619,299	288,619,299	288,619,299	288,619,299	288,619,299	288,619,299
Average number of shares (basic) ³	285,394,917	286,806,351	287,480,924	286,590,993	286,578,395	286,492,413	286,320,464	286,193,024	286,290,840	286,987,990
Average number of shares (diluted) ³	285,650,818	286,890,237	287,518,726	286,805,203	286,724,049	286,650,070	286,492,178	286,447,465	286,561,607	287,092,780
Share-price at year-end, SEK	18.32	20.86	26.20	24.52	31.70	24.30	29.70	28.70	28.00	22.60
Exchange Rates										
EUR, average	11.4821	10.6346	10.1527	10.4880	10.5815	10.2543	9.6362	9.4700	9.3445	9.1051
EUR, end of period	11.0960	11.1218	10.2503	10.0343	10.4468	10.2274	9.8210	9.5804	9.1679	9.3829
NOK, average	1.0046	1.0532	0.9991	0.9757	1.0748	1.0672	1.0324	1.0200	1.0432	1.0882
NOK, end of period	0.9871	1.0578	1.0262	0.9584	1.0591	1.0294	0.9997	1.0548	0.9563	1.0439
GBP, average	13.2099	12.4689	11.8203	11.7868	12.0732	11.5917	10.9909	11.5480	12.8736	11.3118
GBP, end of period	12.7680	12.5397	12.1987	11.1613	12.2788	11.3992	11.0684	11.1673	12.4835	12.0340
DKK, average	1.5410	1.4295	1.3652	1.4070	1.4173	1.3760	1.2956	1.2721	1.2529	1.2215
DKK, end of period	1.4888	1.4956	1.3784	1.3485	1.3982	1.3698	1.3192	1.2888	1.2287	1.2604

1) Return on capital employed for 2016 was calculated pro-forma for continuing operations.

2) Average number of employees is presented for continuing operations in 2017. Employee numbers in 2019 have been updated following the implementation of a new company-wide HR system. Comparative figures have not been restated.

3) Until 2020, Cloetta entered into forward contracts to repurchase own shares to fulfill its future obligation to deliver the shares to the participants of its long-term share-based incentive plan. The last contract was settled in 2021. As of 2021, Cloetta purchased treasury shares to fulfill its future obligation to deliver shares to the participants of the long-term share-based incentive plan, if vesting conditions are met.

4) In March 2020, the Board of Directors decided to withdraw its proposal for a dividend for the 2019 financial year of SEK 1.00 per share, as a result of the increased uncertainty due to the Covid-19 pandemic. In September 2020, the Board of Directors proposed a dividend of SEK 0.50 per share for the 2019 financial year, considering Cloetta's strong financial position and cash generative business model. The EGM on 3 November 2020 approved this dividend proposal.

Reconciliation of alternative performance measures

SEKm	2023	2022	2021	2020	2019	2018	2017	2016	2015	2014
Items affecting comparability										
Acquisitions, integration and restructurings	-64	-249	-6	-53	-13	-38	-62	-43	-47	-85
<i>of which: impairment loss other non-current assets</i>	23	-134	-	-11	-	-	-9	-2	-	-
Remeasurements of contingent considerations	-	-	-	-	-	21	5	-17	33	27
Remeasurements of assets held for sale	-	-	-	-	-	-	-	-	-5	-
Other items affecting comparability	-	24	-	-	-3	0	-20	-	-	3
Items affecting comparability	-64	-225	-6	-53	-16	-17	-77	-60	-19	-55
<i>Corresponding line in the condensed consolidated profit and loss account:</i>										
Net sales	-	-	-	-	-	0	-	-	-4	-
Cost of goods sold	-48	-210	1	-19	2	3	-39	-15	-22	-51
Other income	-	-	-	-	-	4	4	-	-	3
Selling expenses	1	-4	-	-12	-6	-1	-6	-	-12	-7
General and administrative expenses	-17	-11	-7	-22	-12	-23	-36	-45	19	-
Total	-64	-225	-6	-53	-16	-17	-77	-60	-19	-55
Operating profit, adjusted¹										
Operating profit	735	466	565	442	727	660	527	635	671	577
Minus: Items affecting comparability	-64	-225	-6	-53	-16	-17	-77	-60	-19	-55
Operating profit, adjusted	799	691	571	495	743	677	604	695	690	632
Net sales	8,301	6,869	6,046	5,695	6,493	6,218	5,784	5,107	5,674	5,313
Operating profit margin, adjusted, %	9.6	10.1	9.4	8.7	11.4	10.9	10.4	13.6	12.2	11.9
EBITDA, adjusted¹										
Operating profit	735	466	565	442	727	660	527	635	671	577
Minus: Depreciation	-284	-251	-250	-270	-290	-218	-218	-206	-227	-198
Minus: Amortisation	-11	-11	-10	-10	-11	-12	-11	-5	-4	-3
Minus: Impairment loss other non-current assets	17	-136	-1	-13	-2	-	-9	-2	-	-
EBITDA	1,013	864	826	735	1,030	890	765	848	902	778
Minus: Items affecting comparability (excl. impairment loss goodwill and trademarks and other non-current assets)	-87	-91	-6	-42	-16	-17	-68	-58	-19	-55
EBITDA, adjusted	1,100	955	832	777	1,046	907	833	906	921	833

1) The key figure has been affected by IFRS 16 'Leases' as of 1 January 2019. Comparative figures are not restated.
2) Return on capital employed for 2017 has been calculated pro-forma for continuing operations.

SEKm	2023	2022	2021	2020	2019	2018	2017	2016	2015	2014
Capital employed^{1,2}										
Total assets	10,683	10,316	9,549	9,228	9,660	9,168	9,252	9,236	9,759	9,962
Minus: Deferred tax liability	900	884	863	836	803	754	703	586	621	483
Minus: Other non-current liabilities	-	-	-	-	-	-	138	-	43	147
Minus: Non-current provisions	160	107	-	5	5	9	5	22	10	16
Minus: Current provisions	14	6	5	24	5	23	3	64	57	65
Minus: Trade and other payables	1,585	1,419	1,267	1,144	1,227	1,342	1,394	1,196	1,216	1,152
Minus: Current income tax liabilities	51	77	26	21	44	13	30	39	55	58
Plus: Interest-bearing other current liabilities	-	-	-	-	-	-	-	-	-1	-
Capital employed	7,973	7,823	7,388	7,198	7,576	7,027	6,979	7,329	7,756	8,041
Capital employed comparative period previous year	7,823	7,388	7,198	7,576	7,027	6,979	5,966	7,756	8,041	7,438
Average capital employed	7,898	7,606	7,293	7,387	7,302	7,003	6,473	7,543	7,899	7,740
Return on capital employed^{1,2}										
Operating profit	735	466	565	442	727	660	527	635	671	577
Financial income	128	83	9	3	2	5	7	17	6	4
Operating profit plus financial income	863	549	574	445	729	665	534	652	677	581
Average capital employed	7,898	7,606	7,293	7,387	7,302	7,003	6,473	5,879	7,899	7,740
Return on capital employed, %	10.9	7.2	7.9	6.0	10.0	9.5	8.2	11.1	8.6	7.5
Free cash flow yield¹										
Cash flow from operating activities	778	519	858	641	724	628	712	889	927	500
Cash flows from investments in property, plant and equipment and intangible assets	-282	-214	-194	-275	-186	-184	-157	-170	-161	-182
Free cash flow	496	305	664	366	538	444	555	719	766	318
Number of shares outstanding	285,342,034	285,405,738	287,028,670	288,619,299	288,619,299	288,619,299	288,619,299	288,619,299	288,619,299	288,619,299
Free cash flow per share, SEK	1.74	1.07	2.31	1.27	1.86	1.54	1.92	2.49	2.65	1.10
Market price per share, SEK	18.32	20.86	26.20	24.52	31.70	24.30	29.70	28.70	28.00	22.60
Free cash flow yield, %	9.5	5.1	8.8	5.2	5.9	6.3	6.5	8.7	9.5	4.9
Changes in net sales										
Net sales	8,301	6,869	6,046	5,695	6,493	6,218	5,784	5,107	5,674	5,313
Net sales comparative period previous year	6,869	6,046	5,695	6,493	6,218	5,784	5,107	n/a	5,313	4,893
Net sales, change	1,432	823	351	-798	275	434	677	n/a	361	420
Minus: Structural changes	-	-	-	-	-	375	708	n/a	208	213
Minus: Changes in exchange rates	356	217	-125	-70	129	217	30	n/a	77	158
Organic growth	1,076	606	476	-728	146	-158	-61	n/a	76	49
Structural changes, %	-	-	-	-	-	6.5	13.9	n/a	3.9	4.4
Organic growth, %	15.7	10.0	8.4	-11.2	2.3	-2.8	-1.2	n/a	1.4	1.0

1) The key figure has been affected by IFRS 16 'Leases' as of 1 January 2019. Comparative figures are not restated.
2) Return on capital employed for 2017 has been calculated pro-forma for continuing operations.

Materiality and impact

Cloetta’s overall sustainability mission is to contribute to A Sweeter Future by taking responsibility for our impacts, both positive and negative, on people, society and the environment. We combine this responsibility with a focus on creating value for our stakeholders which is fundamental to Cloetta’s continued success and growth.

Materiality analysis

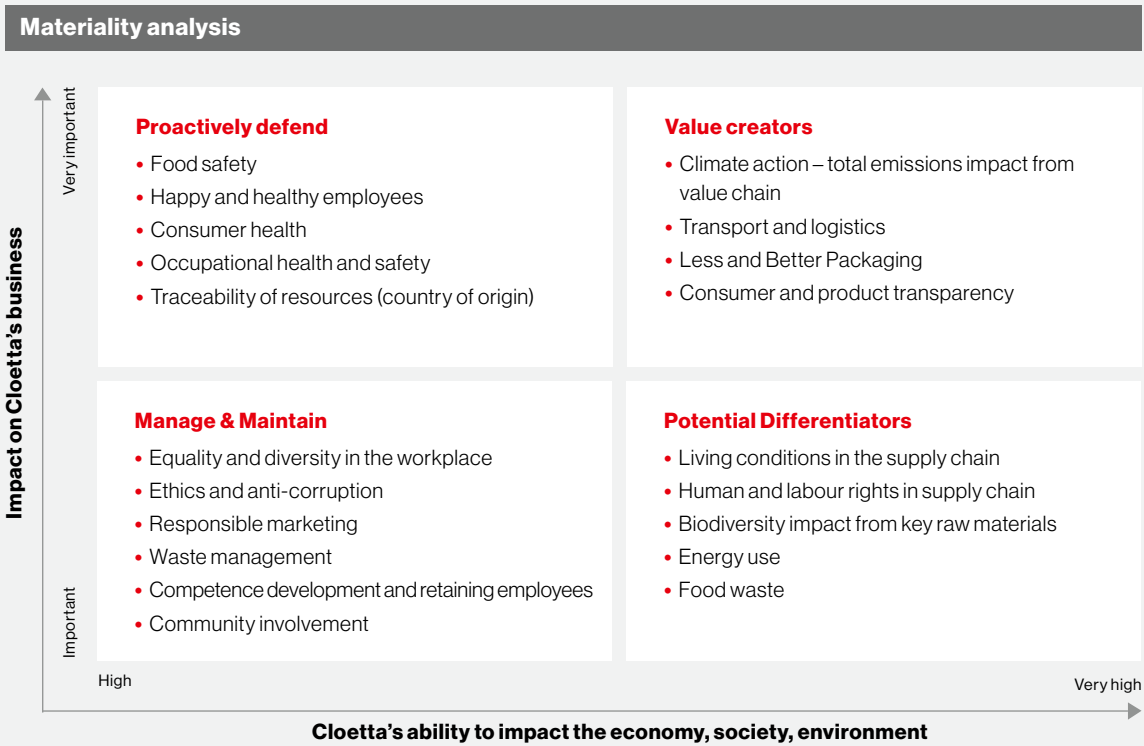
Cloetta reports the results of its sustainability work in accordance with the Global Reporting Initiative (GRI). One fundamental principle is to base our work on the most material issues. Material issues are topics that reflect Cloetta’s significant economic, environmental and social impacts. The materiality of a topic for Cloetta and thereby the decision to include it in our goals is determined by the degree of impact caused

by our activities throughout the value chain and how much the issue impacts our business strategy. Our responsibility extends beyond our own operations and includes our ability to influence others in the value chain. By taking a value chain perspective, Cloetta can identify opportunities and risks, dedicate resources and report how we create value (see page 54–58).
We maintain an up-to-date understanding of our material topics through engage-

ment and dialogue with key stakeholders, as well as by monitoring our business and industry peers and the relevant global trends and drivers that shape our business. These topics are scored in terms of impact on the environment, society and the economy, as well as the potential to impact our business (both positively and negatively). The topics scoring both high in impact on our business and impact on the environment, economy and society are deemed as

Materiality & Governance

Cloetta has for many years evaluated its impact on people and the environment by conducting materiality assessments. This matrix summarises the results of our materiality analysis. No new topics were included or excluded this year.

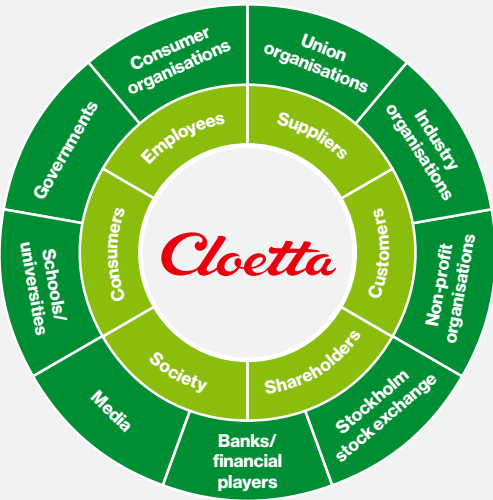


Value Creators and therefore high priority. These are reflected in our sustainability initiatives or existing programmes that require monthly tracking.

Our material topics are annually reviewed and validated by our internal experts representing all major departments and the Group Management Team. A thorough assessment of the topics, and a more involved stakeholder dialogue takes place every three years, in parallel with adjusting the long-term sustainability strategy. The outcome of the materiality assessment is communicated and anchored with the Board of Directors.

The Sustainability manager oversees dialogue on sustainability related issues with a wide range of internal and external groups. Feedback from this dialogue is reported to Group Management Team

Stakeholders



Stakeholders’ key sustainability issues

Stakeholder	Key issues – sustainability	Communication and cooperation
Customers and consumers	<ul style="list-style-type: none">Food safety and consumer healthClimate actionHuman & labour rights in the supply chainLess and Better PackagingTransport & logistics	<ul style="list-style-type: none">With consumers via annual surveys, websites and social mediaWith customers through in-person (or online) customer and sales meetings three times per year, and via customer surveys and collaborative initiatives for e.g. eco-efficient transportation
Employees, Board & Management	<ul style="list-style-type: none">Competence developmentHealth and safety, employee well-beingEquality & diversity in the workplaceEthics and anti-corruptionClimate actionLong-term sustainable value growth	<ul style="list-style-type: none">Daily meetings to discuss occupational health and safety in the factoriesAnnual performance reviews with all employeesSystematic skills developmentUp-to-date information provided monthly, e.g. via managers, union representatives and Cloetta’s intranetEmployee survey “Cloetta Engagement survey” every other year
Shareholders and investors	<ul style="list-style-type: none">Long-term sustainable value growthTransparency & risk managementEthics and anti-corruptionClimate actionHuman & labour rights in the supply chain	<ul style="list-style-type: none">Analyst and investor meetingsInterim reportsAnnual general meetingAnnual and Sustainability ReportCloetta’s website
Suppliers	<ul style="list-style-type: none">Food safetyClimate actionHuman & labour rights in the supply chainBiodiversity impact from key raw materialsEthics and anti-corruptionLess and Better PackagingTransport & logistics	<ul style="list-style-type: none">Annual evaluation of suppliers’ performanceAuditsDevelopment projectsCollaborative projects for sustainability
Communities and the public	<ul style="list-style-type: none">TransparencyCommunity involvementClimate actionHuman & labour rights in the supply chain	<ul style="list-style-type: none">Continuous contact with the local communities/municipalities close to Cloetta’s factories with regard to the local environmentAnnual audits by certification bodies for ISO, BRC, RSPO and Rainforest AllianceContinuous contact with key opinion leaders
Regulatory authorities	<ul style="list-style-type: none">Legal and regulatory compliance	<ul style="list-style-type: none">Continuous contact with public authorities in areas related to workplace health and safety, environmental and product

and influences our decision making to strengthen our strategy and response.

In 2023, we initiated a double materiality assessment, the essential first step to comply with the EU’s new Corporate Sustainability Reporting Directive (CSRD). “Double materiality” is a concept in which companies must consider how their actions impact both people and the planet, but also how sustainability issues can affect their financial wellbeing. By conducting a double materiality assessment, we aim to ensure that our sustainability efforts are well aligned with both our internal business priorities and the expectations of our external stakeholders. The insights gained from this process will guide Cloetta’s strategies, policies, and actions as part of our sustainability agenda.

Two Code of Conducts

Cloetta’s business activities and sustainability work are based on the Cloetta Code of Conduct. The Code of Conduct contains guidelines based on the UN’s Global Compact with commitments regarding human

rights, business ethics and anti-corruption, the company’s assets, data security and environmental responsibility.

We are a Signatory of the UN Global Compact, we support the OECD Guidelines for Multinational Enterprises, and we apply the UN Guiding Principles on Business & Human Rights in our work to identify and remediate any negative impact on people that is a direct or indirect result of our operations. These principles are the foundation for the Supplier Code of Conduct. It specifies our requirements as well as our ambitions when it comes to upholding human and labor rights, conducting ethical business and improving suppliers’ performance in health and safety and environmental management. Cloetta’s suppliers are approved and monitored against criteria for product safety, quality, health and safety, and sustainability.

Anti-corruption policy

Cloetta uses a number of policies that are based on our Code of Conduct, one of which is the anti-corruption and anti-bribery

policy. The policy applies to all parties that represent Cloetta (including temporary staff, sub-contractors’ staff and sales agents) and covers all business activities and relationships of the company in all markets. The anti-corruption policy describes Cloetta’s control principles and provides information about deviation reporting and penalties for non-compliance. The risk of corruption is not deemed to be significant but is monitored primarily due to Cloetta’s extensive supply chain and rapid societal changes in Cloetta’s markets.

Organisation

The Board of Directors and President and CEO are ultimately responsible for Cloetta’s sustainability-related efforts and results. They are ultimately responsible for the compliance with laws and regulations, of which there are no significant instances of non-compliance. Cloetta’s Group Management Team has been deeply involved in developing the sustainability agenda and for each of the different sustainability initiatives there is one executive sponsor from Cloetta’s Group Management Team.

The CMO is the director for Innovation and Sustainability, who together with the Global Marketing Director for Candy and Sustainability and the Sustainability manager report on progress at monthly Group Management Team meetings, where sustainability is a standing item on the agenda.

The Sustainability manager is the spokesperson for environmental and social issues and responsible for identifying prioritised areas. The Sustainability Reporting manager is the spokesperson for reporting and governance issues. Both of them acting as as the stakeholders link to the management team and supporting the implementation of Cloetta’s sustainability agenda.

In addition, the company’s different business function leaders are responsible for the implementation of the sustainability agenda within their part of the organisation. Environmental and occupational health and safety managers are in place at all Cloetta’s factories, and report to the group Director of Health, Safety & Environment (HSE).

With support of the Sustainability manager, the Group Management Team is responsible for evaluating the effectiveness and relevance of the management approach to sustainability.

Sustainability updates are provided to the Board of Directors, sustainability trainings and regular progress meetings are provided for the Group Management team and the whole company. The Audit Committee, established by the Board of Directors,

primarily oversees Cloetta’s processes and internal control of sustainability reporting (see page 68-69).

Whistleblower service

Cloetta’s whistleblower service provides the opportunity to report suspected deviations from our Code of Conduct anonymously. All reports are treated confidentially. Personal data concerning breaches of law are handled only by key persons or individuals in management positions. In 2023, we had five cases, which were not deemed to be whistleblowing matters and were investigated and responded to locally.

Sustainability Policies & Procedures

- Monthly progress tracking at Management Team meeting
- Use of third-party certification schemes
- Cloetta’s Code of Conduct
- Cloetta’s Supplier Code of Conduct
- Quarterly updates at Board meetings
- Discovery platforms for innovation
- BRC (British Retail Consortium Global Standard for Food Safety)
- GMP (Good Manufacturing Practices)
- Internal control policy & management systems
- Health and Safety policy
- Environmental policy
- Approval and Monitoring of Suppliers
- Anti-bribery and Anti-corruption policy
- Whistleblower policy
- Palm oil policy

Our policies commit Cloetta to conduct our business responsibly in many ways, such as conducting due diligence, applying the precautionary principle, respecting human rights, and including at-risk or vulnerable groups in our organisation and/or supply chain. We communicate our policies externally on Cloetta.com, as well as directly with associated stakeholders, for example, suppliers are requested to sign our Supplier Code of Conduct. In addition to the company-wide online training for the Group Code of Conduct, we also share a sustainability newsletter, sustainability-related trainings, and news shared on our intranet.

Due Diligence

Cloetta strives to conduct business in a way that does not lead to any harm to people or the environment. We support international standards on business and human rights such as the OECD Guidelines for Multinational Enterprises, the International Bill of Human Rights, and the core conventions of the International Labor Organization (ILO). In addition, we perform human rights due

diligence in compliance with the Norwegian Transparency Act (Åpenhetsloven).

Cloetta takes a risk-based approach to due diligence and actions are adjusted accordingly across the value chain. This includes policy development and integration, strengthening of grievance mechanisms, training and capacity building, strategy development, collaborations in industry initiatives, and other ways to manage risk and contribute to positive impact for people and the environment.

Cloetta’s sustainability report

Cloetta’s sustainability report is issued by the Board of Directors and is prepared in accordance with the GRI Standards. The sustainability report covers the entire business operations of the company, unless otherwise stated. The approach for consolidating information is the same for all disclosures and across all material topics. The content has been established based on Cloetta’s materiality analysis, described on pages 134–136.

The sustainability report constitutes Cloetta’s Communication on Progress to the UN Global Compact.

The sustainability report has been limited assured by PwC; see Auditor’s report on page 146. The latest sustainability report was issued on 13 March 2023. Questions about Cloetta’s sustainability report can be directed to: sustainability@cloetta.com.

Data gathering

Cloetta has approved science-based targets to reduce its greenhouse gas emissions by 46 percent by 2030. These targets were committed to in 2020, with 2019 as the base year following SBTi’s guidelines. Environmental data is collected internally as well as from relevant suppliers. Climate data is generally associated with some uncertainty due to different measurement methods and data quality. To ensure highest possible quality Cloetta uses well established methods and frameworks, such as the global Greenhouse Gas Protocol (GHG protocol) for calculating the company’s greenhouse gas emissions. The GHG Protocol divides greenhouse gas emissions into scopes 1, 2 and 3. Climate data is reported monthly and consolidated at a Group level. In the event of acquisitions or divestments, or if applied calculation or disclosure principles change significantly, the base year shall be reviewed for possible restatement.

Emission factors from DEFRA, IEA, EcoInvent, IMO, IPCC, AIB and WBCSD/WRI. For all scopes, we use a location-based method for calculations of greenhouse gas

emissions. Applied emission factors are provided by our software tool supplier for sustainability data and based on latest available information. These are based on LCA analyses calculated using a cradle-to-gate approach and/or third-party international databases. Reported numbers are based on activity- and consumption data from the last available annual account. The total amount of greenhouse gases is reported in metric tons of carbon dioxide equivalents (CO₂e). Additionally, in accordance with the GHG protocol, we use an operational control approach for consolidating carbon accounting for own emissions (scope 1 and 2).

For Cloetta, the different GHG categories refer to the following:

Scope 1 emissions cover direct emissions from assets owned or controlled by Cloetta. This category includes on-site energy, such as natural gas, refrigerants, emissions from combustion in owned or controlled boilers and emissions from fuel consumption of company cars.

Scope 2 emissions cover indirect greenhouse gas emissions from purchased or procured energy, such as electricity, steam, heating or cooling, produced off-site and consumed by Cloetta.

Scope 3 covers indirect emissions that occur in Cloetta’ value chain and is divided into upstream or downstream emissions. Upstream emissions include the indirect greenhouse gas emissions within Cloetta’ value chain that are linked to purchased or procured goods and services. Downstream emissions include the indirect greenhouse gas emissions within Cloetta’ value chain that are linked to warehousing, distribution transports, marketing and sales, end treatment of sold products.

Employee-related data comes from Cloetta’s HR system. Work-related incidents and accidents are reported and followed up by each factory within the Group. To measure work related injuries with absenteeism we use our own indicator, LTIR. This indicator is defined as number of injuries causing at least 24 hours of absenteeism per million hours worked per year. Information is aggregated at a Group level.

EU Taxonomy Reporting

Background
Regulation (EU) 2020/852 (the Taxonomy Regulation) is designed to support the transformation of the EU economy to meet its European Green Deal objectives, including the 2050 climate-neutrality target. The Taxonomy Regulation establishes six environmental objectives which are described in the delegated acts adopted under the regulation. In the following section, we as a non-financial parent company present the share of our group turnover, capital expenditure (Capex) and operating expenditure (Opex) for the reporting period 2023, which are associated with Taxonomy-eligible and aligned economic activities related to the six environmental objectives.

Our economic activities as a confectionery company – Taxonomy-non-eligible.
We have examined all Taxonomy-eligible economic activities listed in the delegated acts under the Taxonomy Regulation, based on our activities as a confectionery company.
As a confectionery company, we define the manufacturing of chocolate and sugar confectionery as the core of our business activities. We concluded that our core economic activities are not covered by the delegated acts under the Taxonomy Regulation and consequently are Taxonomy-noneligible.

Referring to Annex XII in the delegated act on nuclear energy and natural gas, Cloetta does not engage in any nuclear energy or fossil gas-related activities.

Our KPIs
The KPIs include turnover, Capex and Opex. For the reporting period 2023, the KPIs must be disclosed in relation to Taxonomy-aligned economic activities and consequently Taxonomy-eligible activities related to specific environmental objectives such as climate change, water and marine resources, circular economy, pollution and biodiversity. Capex and Opex include those that are related to the purchase of output from Taxonomy-aligned economic activities and certain individual measures enabling the target activities to become low-carbon, or to lead to greenhouse gas (GHG) emission reductions.

Analysis of Taxonomy eligibility and alignment
A Taxonomy-eligible economic activity is an activity that is described in the delegated acts adopted under the Taxonomy Regulation irrespective of whether that activity meets any or all the technical screening criteria laid down in those delegated acts. Regarding Capex and Opex related to

purchases and measures that we consider as individually Taxonomy eligible, we refer to the explanations below in the section “Capex KPI and Opex KPI” in the description of our accounting policies. Since our economic activities as a confectionery company are not covered by any of the delegated acts under the Taxonomy Regulation, the share of Taxonomy-eligible or aligned economic activities in our total turnover is 0 per cent and, consequently, the related Capex and Opex are also 0 per cent. However, we disclose Capex and Opex relating to the purchase of output from Taxonomy-eligible economic activities and individual measures to improve energy efficiency listed in the delegated acts. We have not been able to verify alignment with our suppliers.
To be Taxonomy-aligned, an eligible activity must comply with the technical screening criteria, i.e., whether a substantial contribution is being made to climate protection, contribute to at least one of six listed environmental objectives, and do no significant harm (DNSH criteria) to any of the other objectives, while respecting basic human rights and labor standards, anti-bribery/anti-corruption, taxation and fair competition.

Taxonomy reporting table 2023 – Turnover

Financial year 2023	Year		Substantial contribution criteria								DNSH criteria (“Does Not Significantly Harm”) (h)								Taxonomy aligned (A.1.) or eligible (A.2.) proportion of turnover, 2022 (18)	Category (enabling activity) (19)	Category (transitional activity) (20)
	Code (a) (2)	Turnover (3)	Proportion of turnover, 2023 (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water (7)	Pollution (8)	Circular economy (9)	Biodiversity (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water (13)	Pollution (14)	Circular economy (15)	Biodiversity (16)	Minimum safeguards (17)					
Economic activities (1)																					
Text		Currency	%	Y;N; N/EL	Y;N; N/EL	Y;N; N/EL	Y;N; N/EL	Y;N; N/EL	Y;N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T		
A. Taxonomy-eligible activities																					
A1. Environmentally sustainable activities (Taxonomy-aligned)																					
Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1.)	-	0%	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0%				
Of wich enabling	-	0%	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0%	-			
Of wich transitional	-	0%								-	-	-	-	-	-	-	0%			-	
A2. Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																					
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL												
Turnover of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned) (A.2)	-	0%	-	-	-	-	-	-	-								0%				
A. Turnover of Taxonomy-eligible activities (A.1+A.2)	-	0%	-	-	-	-	-	-	-								0%				
B. Taxonomy-non-eligible activities (B)																					
Turnover of Taxonomy-non-eligible activities (B)	8,301	100%																			
Total (A+B)	8,301	100%																			

Taxonomy reporting table 2023 – Capex

Financial year 2023	Year		Substantial contribution criteria								DNSH criteria (“Does Not Significantly Harm”) (h)										Category (enabling activity) (19)	Category (transitional activity) (20)
	Code (a) (2)	Capex (3)	Proportion of Capex, 2023 (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water (7)	Pollution (8)	Circular economy (9)	Biodiversity (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water (13)	Pollution (14)	Circular economy (15)	Biodiversity (16)	Minimum safeguards (17)	Taxonomy aligned (A.1.) or eligible (A.2.) proportion of Capex, 2022 (18)					
Economic activities (1)																						
Text	Currency	%	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T			
A. Taxonomy-eligible activities																						
A1. Environmentally sustainable activities (Taxonomy-aligned)																						
Capex of environmentally sustainable activities (Taxonomy-aligned) (A.1.)		0%	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0%					
Of wich enabeling		0%	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0%	-				
Of wich transitional		0%								-	-	-	-	-	-	-	0%		-			
A2. Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																						
			EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL								7.9%					
Transport by motorbikes, passenger cars and light commercial vehicles	CCM 6.5	30	7.9%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.5%					
Renovation of existing buildings	CCM 7.2	5	1.3%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								7.7%					
Installation, maintenance and repair of energy efficiency equipment	CCM 7.3	41	10.8%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.2%					
Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings	CCM 7.5	2	0.5%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								13.9%					
Acquisition and ownership of buildings	CCM 7.7	25	6.6%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								30.2%					
Capex of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned) (A.2)	103	27.2%	27.2%	-	-	-	-	-	-								30.2%					
A. Capex of Taxonomy-eligible activities (A.1+A.2)	103	27.2%	27.2%	-	-	-	-	-	-													
B. Taxonomy-non-eligible activities (B)																						
Capex of Taxonomy-non-eligible activities (B)	276	72.8%																				
Total (A+B)	379	100%																				

Taxonomy reporting table 2023 – Opex

Financial year 2023	Year		Substantial contribution criteria							DNSH criteria ("Does Not Significantly Harm") (h)										Taxonomy aligned (A.1.) or eligible (A.2.) proportion of Opex, 2022 (18)	Category (enabling activity) (19)	Category (transitional activity) (20)
	Code (a) (2)	Opex (3)	Proportion of Opex, 2023 (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water (7)	Pollution (8)	Circular economy (9)	Biodiversity (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water (13)	Pollution (14)	Circular economy (15)	Biodiversity (16)	Minimum safeguards (17)						
Economic activities (1)																						
Text		Currency	%	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T		
A. Taxonomy-eligible activities																						
A1. Environmentally sustainable activities (Taxonomy-aligned)																						
Opex of environmentally sustainable activities (Taxonomy-aligned) (A.1.)			0%	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0%				
Of wich enabling			0%	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0%	-			
Of wich transitional			0%							-	-	-	-	-	-	-	-	0%		-		
A2. Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																						
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL													
Renovation of existing buildings	CCM 7.2	3	0.8%	EL	N/EL	N/EL	N/EL	N/EL	N/EL									2.1%				
Installation, maintenance and repair of energy efficiency equipment	CCM 7.3	8	2.1%	EL	N/EL	N/EL	N/EL	N/EL	N/EL									5.5%				
Opex of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned) (A.2)		11	2.9%	2.9%	-	-	-	-	-									7.9%				
A. Opex of Taxonomy-eligible activities (A.1+A.2)		11	2.9%	2.9%	-	-	-	-	-									7.9%				
B. Taxonomy-non-eligible activities (B)																						
Opex of Taxonomy-non-eligible activities (B)		245	97.1%																			
Total (A+B)		256	100%																			

Accounting principles

We determine the Taxonomy-eligible or aligned KPIs in accordance with the legal requirements and describe our accounting policy in this regard as follows:

Turnover KPI
The proportion of turnover shall be calculated as the part of the net turnover derived from products or services, including intangibles, associated with Taxonomy- eligible or aligned economic activities (numerator), divided by the net turnover (denominator). The turnover shall cover the revenue recognised pursuant to International Accounting Standard (IAS) 1, paragraph 82(a), as adopted by Commission Regulation (EC) No 1126/2008 (1). The accounting policy regarding Net sales which corresponds to net turnover is disclosed on page 83. Details of the net sales is provided in Note 3 on page 89.

Capex KPI
The Capex KPI is defined as Taxonomy-eligible or aligned Capex (numerator) divided by our total Capex (denominator). Total Capex consists of additions to tangible and intangible fixed assets during the financial year, before depreciation, amortisation and any re-measurements, including those resulting from revaluations and impairments, as well as excluding changes in fair value. It includes additions to fixed assets (IAS 16), intangible assets (IAS 38) and right-of-use assets (IFRS 16). Additions resulting from business combinations are also included. Goodwill is not included in Capex, because it is not defined as an intangible asset in accordance with IAS 38. Total capex can be reconciled against the year’s additions in Note 12 Intangible assets on page 93, Note 13 Property, plant and equipment on page 95 and Key ratios on page 130 where Capex is disclosed separately. The amount in here consists of the two additions of Note 12 and 13.

Opex KPI
The KPI is defined as Taxonomy- eligible or aligned Opex (numerator) divided by our total Opex (denominator). The denominator of the KPI shall cover direct non-capitalised costs that relate to research and development, building renovation measures, short term lease, maintenance and repair, and any other direct expenditures relating to the day-to-day servicing of assets of property plant and equipment (PP&E). In general, this includes staff costs, costs for services, and material costs for daily servicing as well as for regular and unplanned maintenance and repair measures. This does not include expenditures relating to the day-to-day operation of PP&E such as: raw materials, cost of employees operating the machinery, and electricity or fluids that are necessary to operate PP&E. The related cost items can be found in various line items in our income statement.

Explanations on the numerator of the Capex KPI and the Opex KPI

Since Cloetta AB has no eligible or aligned turnover generating economic activities, we do not record Capex and Opex related to assets or processes that are associated with Taxonomy-aligned economic activities in the numerator of the Capex KPI and the Opex KPI. Furthermore, there are no Capex plans to upgrade a Taxonomy-eligible economic activity to become Taxonomy-aligned (“category a and b”). Only “category c” Capex and Opex can therefore qualify as Taxonomy-eligible and consequently aligned, i.e., related to the purchase of output from Taxonomy-aligned economic activities and individual measures enabling the target activities to become low-carbon or to lead to GHG reduction. These individual measures correspond to economic activities

listed in the Climate Delegated act supplementing the Taxonomy Regulation and must be implemented and operational within 18 months. The following activities were identified as taxonomy-eligible:

Corresponding economic activity (Annex I to Climate Delegated Act)
6.5 Transport by motorbikes, passenger cars and light commercial vehicles
7.2 Renovation of existing buildings
7.3 Installation, maintenance and repair of energy efficiency equipment
7.5 Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings
7.7 Acquisition and ownership of buildings

These activities include investments in our factories to become more energy efficient, renovations and maintenance, car leasing and extended and new leasing agreements for buildings. For the allocation of Capex and Opex we have identified the relevant purchases and measures, and we have identified the primary related economic activity in the Climate Delegated Act. In this way, we ensure that no Capex or Opex is considered more than once.

GRI Content Index

Statement of use Cloetta has reported in accordance with the GRI Standards for the period 1 January 2023 to 31 December 2023
GRI 1 used GRI 1: Foundation 2021
Applicable GRI Sector Standard(s) Not currently available

GRI Standard/ Other source	Disclosure	Location	Omission			
			Requirement(s) Omitted	Reason	Explanation	
GENERAL DISCLOSURES						
GRI 2: General Disclosures 2021	2-1	Organisational details	2–5, 60, 120			
	2-2	Entities included in the organisation's sustainability reporting	81–82, 120, 137			
	2-3	Reporting period, frequency and contact point	81, 137 Calendar year			
	2-4	Restatements of information	113, 137			
	2-5	External assurance	65, 68–69, 137			
	2-6	Activities, value chain and other business relationships	34, 36–40, 136			
	2-7	Employees	27, 91	b-iii	Information unavailable	Non-guaranteed employees are excluded
	2-8	Workers who are not employees	27, 137			
	2-9	Governance structure and composition	60–65, 70–73, 91			
	2-10	Nomination and selection of the highest governance body	61–63, 70–73			
	2-11	Chair of the highest governance body	62–63, 65			
	2-12	Role of the highest governance body in overseeing the management of impacts	54, 62–65, 135–136			
	2-13	Delegation of responsibility for managing impacts	54, 64–65, 136			
	2-14	Role of the highest governance body in sustainability reporting	64, 136			
	2-15	Conflicts of interest	63, 70–71			
	2-16	Communication of critical concerns	136			
	2-17	Collective knowledge of the highest governance body	70–73, 136			
	2-18	Evaluation of the performance of the highest governance body	63–64			
	2-19	Remuneration policies	66–67	b	Information unavailable	Under development for the next reporting year
	2-20	Process to determine remuneration	64, 66–67			
	2-21	Annual total compensation ratio	66–67, 90–91	a-c	Information unavailable	Under development for the next reporting year
	2-22	Statement on sustainable development strategy	6–7, 59			
	2-23	Policy commitments	22–23, 31, 63, 136–137			
	2-24	Embedding policy commitments	63–64, 136			
	2-25	Processes to remediate negative impacts	136–137	e	Information unavailable	The effectiveness is not surveyed among stakeholders
	2-26	Mechanisms for seeking advice and raising concerns	68–69, 137			
	2-27	Compliance with laws and regulations	136			
	2-28	Membership associations	22, 28, 136			
	2-29	Approach to stakeholder engagement	134–136			
	2-30	Collective bargaining agreements	27			

		Omission				
GRI Standard/ Other source	Disclosure	Location	Requirement(s) Omitted	Reason	Explanation	
MATERIAL TOPICS						
GRI 3: Material Topics 2021	3-1	Process to determine material topics	54, 134–136			
	3-2	List of material topics	134			
Economic performance						
GRI 3: Material Topics 2021	3-3	Management of material topics	22–23, 35, 54–57, 134–136			
GRI 201: Economic Performance 2016	201-1	Direct economic value generated and distributed	35			
Anti-corruption						
GRI 3: Material Topics 2021	3-3	Management of material topics	22–23, 68–69, 54–57, 134–136			
GRI 205: Anti-corruption 2016	205-3	Confirmed incidents of corruption and actions taken	137			
Energy						
GRI 3: Material Topics 2021	3-3	Management of material topics	22–23, 28, 54–57, 134–136			
GRI 302: Energy 2016	302-1	Energy consumption within the organisation	29, 137			
	302-3	Energy intensity	29			
	302-4	Reduction of energy consumption	29			
Biodiversity						
GRI 3: Material Topics 2021	3-3	Management of material topics	22–23, 31, 54–57, 134–136			
GRI 304: Biodiversity 2016	304-2	Significant impacts of activities, products and services on biodiversity	31	a ii–vi, b i–iv	Information unavailable	Description of areas restored or protected, but omitting the specifics of size, species, etc.
Emissions						
GRI 3: Material Topics 2021	3-3	Management of material topics	22–23, 29–30, 54–57, 134–136			
GRI 305: Emissions 2016	305-1	Direct (Scope 1) GHG emissions	9, 29, 137			
	305-2	Energy indirect (Scope 2) GHG emissions	9, 29, 137			
	305-3	Other indirect (Scope 3) GHG emissions	9, 29, 137			
	305-5	Reduction of GHG emissions	9, 29			
Waste						
GRI 3: Material Topics 2021	3-3	Management of material topics	22–23, 31, 54–57, 134–136			
GRI 306: Waste 2020	306-1	Waste generation and significant waste-related impacts	31			
	306-2	Management of significant waste-related impacts	31			
	306-3	Waste generated	31			

		Omission				
GRI Standard/ Other source	Disclosure	Location	Requirement(s) Omitted	Reason	Explanation	
Supplier environmental assessment						
GRI 3: Material Topics 2021	3-3	Management of material topics	22–23, 31, 54–57, 134–136			
GRI 308: Supplier Environmental Assessment 2016	308-1	New suppliers that were screened using environmental criteria	31			
Occupational health and safety						
GRI 3: Material Topics 2021	3-3	Management of material topics	9, 22–23, 26–27, 54–57, 134–136			
GRI 403: Occupational Health and Safety 2018	403-1	Occupational health and safety management system	26–27, 32			
	403-2	Hazard identification, risk assessment, and incident investigation	27			
	403-3	Occupational health services	27			
	403-4	Worker participation, consultation, and communication on occupational health and safety	27			
	403-5	Worker training on occupational health and safety	27			
	403-6	Promotion of worker health	27			
	403-7	Prevention and mitigation of occupational health and safety impacts directly linked by business relationships	27			
Own Indicator (LTIR)		Occupational injuries, lost days and absenteeism	9, 27			
Child labor						
GRI 3: Material Topics 2021	3-3	Management of material topics	22–23, 31, 54–57, 134–137			
GRI 408: Child Labor 2016	408-1	Operations and suppliers at significant risk for incidents of child labor	31			
Supplier social assessment						
GRI 3: Material Topics 2021	3-3	Management of material topics	22–23, 26, 31, 54–57, 134–136			
GRI 414: Supplier Social Assessment 2016	414-1	New suppliers that were screened using social criteria	31			
Customer health and safety						
GRI 3: Material Topics 2021	3-3	3-3 Management of material topics	22–23, 24, 54–57, 134–136			
GRI 416: Customer Health and Safety 2016	416-1	Assessment of the health and safety impacts of product and service categories	16, 24, 32	a	Information unavailable	Percentage of product and service categories that have been evaluated is excluded
Marketing and labeling						
GRI 3: Material Topics 2021	3-3	Management of material topics	22–23, 27, 54–57, 134–136			
GRI 417: Marketing and Labeling 2016	417-1	Requirements for product and service information and labeling	16–17, 27, 32			

Auditor’s Limited Assurance Report on Cloetta AB (publ)’s Sustainability Report and statement on the Statutory Sustainability Report

Unofficial translation

To the annual general meeting of Cloetta AB (publ),
corporate identity number 556308-8144

Introduction

We have been engaged by the Board and Group Management of Cloetta AB (publ) (“Cloetta”) to undertake a limited assurance of Cloetta’s Sustainability Report for the year 2023. The company has defined the scope of its sustainability report on page 1 in the annual and sustainability report. The statutory sustainability report is defined on page 53.

Responsibilities of the Board and Group Management

The Board of Directors and Group Management are responsible for the preparation of the Sustainability Report, including the statutory sustainability report, in accordance with the applicable criteria and the Annual Accounts Act. The criteria are described on page 143–145 of the Sustainability Report, and consists of the parts of the GRI Sustainability Reporting Standards which are applicable to the Sustainability Report, as well as the accounting and calculation principles that Cloetta has developed. This responsibility also includes the internal control which is deemed necessary to establish a sustainability report that does not contain material misstatement, whether due to fraud or error.

Responsibilities of the auditor

Our responsibility is to express a conclusion on the Sustainability Report based on the limited assurance procedures we have performed and to provide a statement on the statutory sustainability report. Our assignment is limited to the historical information that is presented and thus does not include future-oriented information.

We conducted our limited assurance engagement in accordance with ISAE 3000 (revised) *Assurance Engagements Other than Audits or Reviews of Historical Financial Information*. A limited assurance engagement consists of making inquiries, primarily of persons responsible for the preparation of the Sustainability Report and applying analytical and other limited assurance procedures. We have conducted our examination regarding the statutory sustainability

report in accordance with FAR’s recommendation RevR 12, the Auditor’s Opinion on the Statutory Sustainability Report. A limited assurance engagement and an examination according to RevR 12 have a different focus and a considerably smaller scope compared to the focus and scope of an audit in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden.

The audit firm applies ISQM 1 (International Standard on Quality Management) and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements. We are independent in relation to Cloetta according to generally accepted auditing standards in Sweden and have fulfilled our professional ethics responsibility according to these requirements.

The procedures performed in a limited assurance engagement and an examination according to RevR 12 do not allow us to obtain such assurance that we become aware of all significant matters that could have been identified if an audit was performed. The conclusion based on a limited assurance engagement and an examination in accordance with RevR 12, therefore, does not provide the same level of assurance as a conclusion based on an audit has.

Our procedures are based on the criteria defined by the Board of Directors and the Group Management as described above. We consider these criteria as suitable for the preparation of the Sustainability Report. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion below.

Conclusion

Based on the limited assurance procedures we have performed, nothing has come to our attention that causes us to believe that the Sustainability Report is not prepared, in all material respects, in accordance with the criteria defined by the Board of Directors and Group Management.

A Statutory Sustainability Report has been prepared.

Stockholm 7 March 2024

Öhrlings PricewaterhouseCoopers AB

Sofia Götmar-Blomstedt
Authorised Public Accountant
Partner in charge

Erik Bergh
Authorised Public Accountant

Glossary

Branded packaged products	Products that are mainly sold under brands and are packaged.	Own brands (EMV)	Brands that retail trade customers sell under their own brands.
Brand extension	Totally new products developed under an established brand.	Pick & mix	Cloetta’s range of candy and natural snacks that are picked by the consumers themselves.
BRC Global Standards for Food Safety	A leading safety and quality certification programme. Many European and global retailers will only consider business with suppliers that have been certified according to the BRC Global Standard.	Pick & mix concept	Cloetta’s complete concept in pick & mix including products, displays and accompanying store and logistic services.
Contract manufacturing	Manufacturing of external brands, i.e. insourcing production of products from external parties.	Polyols	Sugar alcohols that resemble sugar and are used as sweeteners.
FVTPL	Fair Value Through Profit and Loss.	Rainforest Alliance	Certified standards for farming of cocoa with a number of social and environmental criteria, merged with UTZ.
GMP	Good Manufacturing Practices (GMPs) in the food industry are guidelines and principles implemented to ensure food safety and quality.	RSPO	Roundtable for sustainable palm oil, certification and standard for the palm oil we purchase, 100% segregated.
GRI Global Reporting Initiative	A network-based organisation whose founders include the UN. GRI has pioneered the development of a standard for the structure and content of sustainability reporting.	Science-based target	A specific goal set by a company to reduce its greenhouse gas emissions in alignment with the latest climate science.
ICC	International Chamber of Commerce.	Science Based Targets initiative (SBTi)	A collaborative effort that supports companies to set ambitious and scientifically aligned targets for reducing greenhouse gas emissions.
IFS	A GFSI-approved standard for safety and quality in production processes and food products.	SMETA	An audit procedure developed by Sedex to assess working conditions and environmental performance within both the business and the supply chain
ILO	International Labour Organization, United Nations agency dealing with labour issues.	The Perfect Factory	The Perfect Factory is Cloetta’s development programme aimed at improving engagement, reliability and resource-efficiency within manufacturing.
ISO 9001 and ISO 14001	International Organization for Standardization. ISO 9001 addresses quality management and ISO 140001 addresses environmental management.		
Line extension	New packaging, sizes and flavours for an established brand.		



Definitions

All amounts in the tables are presented in SEK millions unless otherwise stated. All amounts in brackets () represent comparative figures for the same period of the prior year, unless otherwise stated.

Definition/calculation	Purpose
Margins	
Gross margin	Net sales less cost of goods sold as a percentage of net sales. Gross margin measures production profitability.
Operating profit margin (EBIT margin)	Operating profit expressed as a percentage of net sales. Operating profit margin is used for measuring the operational profitability.
Operating profit margin, adjusted	Operating profit, adjusted for items affecting comparability, as a percentage of net sales. Operating profit margin, adjusted excludes the impact of items affecting comparability, enabling a comparison of operational profitability.
Profit margin	Profit/loss before tax expressed as a percentage of net sales. This metric enables the profitability to be compared across locations where corporate taxes differ.
Return	
Free cash flow	Sum of the cash flow from operating activities and cash flow from investments in property, plant and equipment and intangible assets. The free cash flow is the cash flow available to all investors consisting of shareholders and lenders.
Free cash flow yield	Free cash flow over the last 12 months divided by the number of shares at the end of the period and subsequently divided by the market price per share at the end of the period. This metric is an indicator of the return on investment of investors in the company.
Return on capital employed	Operating profit plus financial income as a percentage of average capital employed. The average capital employed is calculated by taking the capital employed per period end and the capital employed by period end of the comparative period in the previous year divided by two. Return on capital employed is used to analyse profitability, based on the amount of capital used. The leverage of the company is the reason that this metric is used next to return on equity, because it includes equity, but takes into account borrowings and other liabilities as well.
Return on equity	Profit from continuing operations for the period as a percentage of total equity. Return on equity is used to measure profit generation, given the resources attributable to the owners of the Parent Company.
Capital structure	
Capital employed	Total assets less interest-free liabilities (including deferred tax). Capital employed measures the amount of capital used and serves as input for the return on capital employed.
Equity/assets ratio	Equity at the end of the period as a percentage of total assets. The equity/assets ratio represents the amount of assets on which shareholders have a residual claim. This ratio is an indicator of the company's leverage used to finance the company.
Gross debt	Gross current and non-current borrowings, credit overdraft facilities, lease liabilities, derivative financial instruments and interest payable. Gross debt represents the total debt obligation of the company irrespective of its maturity.
Net debt	Gross debt less cash and cash equivalents. The net debt is used as an indication of the ability to pay off all debts if these became due simultaneously on the day of calculation, using only available cash and cash equivalents.
Net debt/EBITDA	Net debt at the end of the period divided by the adjusted EBITDA for the last 12 months, taking into consideration the annualisation of EBITDA for acquired or divested companies. The net debt/EBITDA ratio approximates the company's ability to decrease its debt. It represents the number of years it would take to pay back debt if net debt and EBITDA were held constant, ignoring the impact from cash flows from interest, tax and capital expenditure.
Net debt/equity ratio	Net debt at the end of the period divided by equity at the end of the period. The net debt/equity ratio measures the extent to which the company is funded by debt. Because cash and overdraft facilities can be used to pay off debt at short notice, the leverage takes into account net debt instead of gross debt.
Working capital	Total inventories and trade and other receivables adjusted for trade and other payables. Working capital is used to measure the company's ability, besides cash and cash equivalents, to meet current operational obligations.

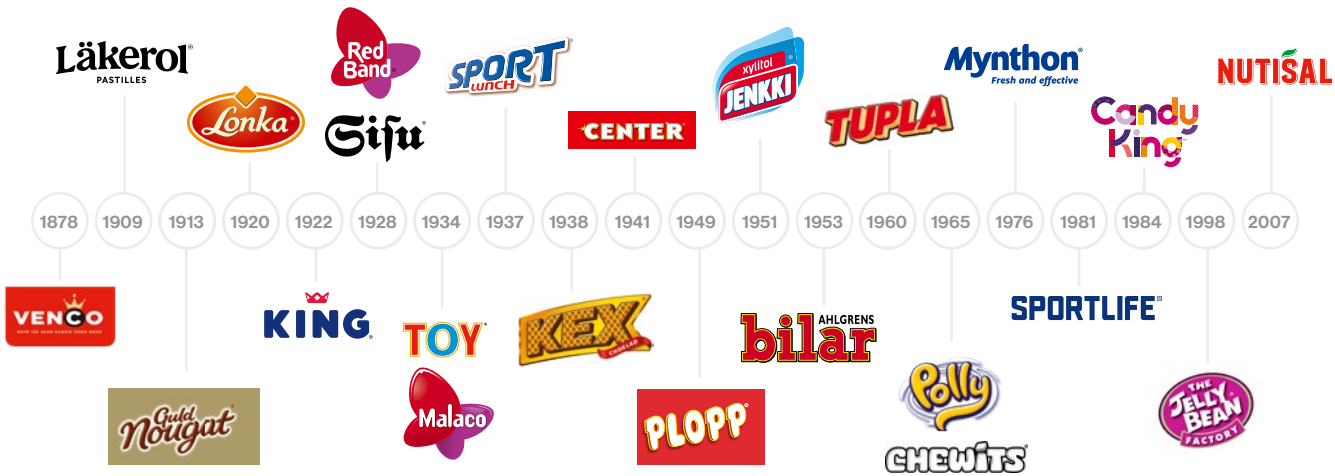
Definition/calculation	Purpose
Data per share	
Cash flow from operating activities per share	Cash flow from operating activities in the period divided by the average number of shares. The cash flow from operating activities per share measures the amount of cash the company generates per share from the revenues it brings irrespective of the capital investments and cash flows related to the financing structure of the company.
Earnings per share	Profit for the period divided by the average number of shares adjusted for the effect of the purchase of treasury shares. The earnings per share measures the amount of net profit that is available for payment to shareholders per share.
Equity per share	Equity at the end of the period divided by number of shares at the end of the period. Equity per share measures the net-asset value backing up each share of the company's equity and determines if a company is increasing shareholder value over time.
Other definitions	
Amortisation	Amortisation of intangible assets except for amortisation on software which is included in "Depreciation". Amortisation deviates from depreciation where amortisation has the purpose to spread capitalised expenses over the useful lifetime of these expenses.
Depreciation	Depreciation of property, plant and equipment and amortisation of software. Depreciation deviates from amortisation where depreciation has the purpose to spread the cost of a non-current asset over the useful lifetime of these assets.
EBITDA	Operating profit before depreciation and amortisation. EBITDA is used to measure the cash flow generated from operating activities, eliminating the impact of financing and accounting decisions.
EBITDA, adjusted	Operating profit, adjusted for items affecting comparability, before depreciation and amortisation. Adjusted EBITDA increases the comparability of EBITDA.
Effective tax rate	Income tax as a percentage of profit before tax. This metric enables the income tax to be compared across locations where corporate taxes differ.
Items affecting comparability	Items affecting comparability are those significant items which are separately disclosed by virtue of their size or incidence, in order to enable a full understanding of the Group's financial performance. These include items such as restructurings, impact from acquisitions or divestments. Items affecting comparability increases the comparability of the Group's financial performance.
Net financial items	The total of exchange differences on cash and cash equivalents in foreign currencies, other financial income and other financial expenses. The net financial items reflects the company's total costs of external financing.
Net sales, change	Net sales as a percentage of net sales in the comparative period of the previous year. Net sales, change reflects the company's realised top-line growth over time.
Operating profit (EBIT)	Operating profit consists of comprehensive income before net financial items and income tax. This metric enables the profitability to be compared across locations where corporate taxes differ, irrespective of the financing structure of the company.
Operating profit (EBIT), adjusted	Operating profit, adjusted for items affecting comparability. Adjusted EBIT increases the comparability of EBIT.
Organic growth	Net sales, change excluding acquisition-driven growth and changes in exchanges rates. Organic growth excludes the impact of changes in group structure and exchange rates, enabling a comparison of net sales growth over time.
Structural changes	Net sales, change resulting from changes in group structure. Structural changes measure the contribution of changes in group structure to the net sales growth.

Cloetta’s history filled with legendary brands



The Cloetta brothers. In 1862 the three Swiss Cloetta brothers, Bernard, Christoffer and Nutin Cloetta, founded the company “Brødrene Cloëtta” for manufacturing chocolate and confectionery in Copenhagen, Denmark. The brothers later moved their manufacturing to Sweden and the company was owned by the Cloetta family until 1917, when the Svenfelt family took over the majority share-holding in Cloetta via the newly formed Svenska Chokladfabriks AB. The Svenfelt family has major ownership interests in Cloetta to this day.

Strong brands with long traditions



Cloetta's oldest brands date from the 1800s

Venco is launched in 1878 when Gerrit van Voornveld started manufacturing liquorice and peppermint pastilles in a steam factory in Amsterdam. Liquorice, peppermint and jujubes have long been known for their cough suppressing effects.



1900–1913, exploiting industrialisation

Electrification and railway construction accelerate the pace of industrialisation, a critical enabler for businesses like the Swedish companies Ahlgrens and Cloetta, which are active in industrial production of confectionery. Läkerol is launched in 1909 and Guld-nougat in 1913. Läkerol is also launched in Denmark in 1910 and Norway in 1912.



The 1930–40s, launch of strong brands

Malaco (Malmö Lakrits Compani) is founded in 1934 during the period between the two world wars. Sportlunch (then called Mellanmål) is launched in 1937. Kexchoklad is introduced in 1938 and Center in 1941. Plopp is launched after WWII in 1949.

1970–80s – fresh and healthy and a response to the growing pick & mix

In 1975, the world's first chewing gum with xylitol is launched by Jenkki in Finland. The following year, in 1976, the Mynthon pastille is also introduced in Finland. Sportlife is launched in the Netherlands in 1981. In Sweden, the mixed candy bag Gott & Blandat is launched in response to the growing popularity of pick & mix.



2000s – new groups formed

During the period from 2000 to 2009, Cloetta is part of the Cloetta Fazer group. After the de-merger in 2009, the independent Cloetta is relisted on NASDAQ OM Stockholm. In 2000 CSM acquires Continental Sweets and thereby strengthens its position primarily in France and Belgium, but also in the Netherlands and the UK. In 2001 CSM acquires Socalbe in Italy (with Dietorelle and Dietor). In 2005 CVC and Nordic Capital acquire CSM's confectionery division and change its name to Leaf.

2020s – strong sustainability focus

Cloetta launches a new sustainability agenda covering topics all across the value chain where Cloetta has the ability to make an impact. This includes giving the consumers greater choice by introducing more vegan options, less sugar/no-sugar, lactose-free and new package sizes, as well as enriching the social impacts in our supply chain through our partnerships, and committing to the Science Based Targets initiative.



1800s

1920

1950–1960

1990s

2010s

2020s

The roaring twenties

The confectionery industry grows after the war. The slogan “Choose right – choose Cloetta” is created in 1921. In the Netherlands, Lonka opens its first factory 1920 and the pastille brand King is launched in 1922. In 1928 Sis is launched in Finland, Red Band in the Netherlands and Tarragona in Sweden.



1950–60s, an interest in the USA and cars

The chewing gum Jenkki (Yankee) is launched in Finland in 1951. Ahlgrens bilar – the world's best-selling car, is launched in 1953 with Italian Bugatti as its inspiration. The double countline Tupla is launched in Finland in 1960. In Sweden, Polly is launched in 1965 and Bridge-blandning in 1966. Chewits are launched in the United Kingdom in 1965. The first marshmallow Santas are also sold in the 1960s.



1990s – consolidation of the industry

CSM, a Dutch sugar and food products company, acquires Red Band in 1986. Leaf acquires Ahlgrens (with Läkerol and Ahlgrens bilar) in 1993, CSM acquires Malaco in 1997, Cloetta acquires Candelia (with Polly and Bridgeblandning) in 1998 and CSM acquires Leaf in 1999. Cloetta's share is listed on the Stockholm Stock Exchange in 1994.



2010s – Cloetta grows

Cloetta and Leaf are merged in 2012. In 2014, Cloetta acquires Nutisal, a leading Swedish company that roasts and sells dry roasted nuts. In the same year Cloetta acquires The Jelly Bean Factory with the main market in the UK. In 2015, Cloetta acquires Lonka, a Dutch company that produces and sells fudge, soft nougat and chocolate. In 2017, Cloetta acquires Candyking and becomes market leader in pick & mix. The Italian operations are divested.

Shareholder information

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Annual General Meeting
The Annual General Meeting of Cloetta AB (publ) will be held on Tuesday 9 April 2024. All information related to the Annual General Meeting is available on www.cloetta.com/en/governance/general-meetings/.

To order the Annual and Sustainability Report
The Annual and Sustainability Report is available in Swedish and English. The printed Annual and Sustainability Report can be ordered via the website. It can also be downloaded from www.cloetta.com.



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