



Resolutions at the Annual General Meeting of Cloetta on 10 April 2025

Cloetta's Annual General Meeting (AGM) was held on Thursday, 10 April 2025, in Stockholm, Sweden.

Adoption of the balance sheet and profit and loss accounts

The AGM adopted the balance sheet and profit and loss accounts of the parent company and the Group for the preceding financial year.

Disposition of the company's earnings

The AGM approved the proposed dividend of SEK 1.10 per share, corresponding to a total amount of SEK 314,671,948. The record date for the dividend was set for Monday, 14 April 2025. The dividend is expected to be distributed through Euroclear Sweden AB on Thursday, 17 April 2025.

Remuneration report

The AGM approved the presented remuneration report for the preceding financial year.

Board of Directors

The AGM discharged the members of the Board and the CEO from liability for the preceding financial year. The AGM resolved that the number of directors elected by the general meeting should be seven, with no deputies. Morten Falkenberg, Patrick Bergander, Malin Jennerholm, Pauline Lindwall, Alan McLean Raleigh, Camilla Svenfelt and Mikael Svenfelt were re-elected as Board members. Morten Falkenberg was re-elected as chairman of the Board.

Board fees

The AGM approved Board fees such that the chairman of the Board shall receive SEK 860,000 (previously SEK 800,000) and each of the other Board members elected by the AGM will receive SEK 350,000 (previously SEK 340,000). The AGM resolved that fees can be paid to Board members for certain services in addition to Board work (consultancy services etc.) in their respective fields of expertise, provided that such services have been approved in advance by the chairman of the Board or by two Board members. Any remuneration for such services may not exceed SEK 350,000. Fees for work on the Board committees was resolved to be paid in an amount of SEK 125,000 (previously SEK 110,000) to each member of the audit committee and with SEK 200,000 (previously SEK 175,000) to the chairman of the audit committee and with SEK 107,000 (previously SEK 100,000) to each member of the remuneration committee and with SEK 160,000 (previously SEK 150,000) to the chairman of the remuneration committee. The AGM also resolved that the Board member Alan McLean Raleigh shall receive an additional fee of SEK 175,000 for significant work for the company during the past mandate period, which is not included in his Board assignment, in connection with the evaluation of Cloetta's investment in a factory in the Netherlands.

Auditor

Öhrlings PricewaterhouseCoopers AB ("PwC") was re-elected as auditor until the end of the next Annual General Meeting. PwC will appoint Sofia Götmar-Blomstedt as the auditor in charge.

Guidelines for remuneration to executive management

The AGM approved the Board's proposed guidelines for remuneration to the executive management.

Long-term share-based incentive plan (LTI 2025)

The AGM approved the Board's proposal regarding LTI 2025. LTI 2025 has a new structure compared to the preceding years' incentive plans adopted 2019-2024, *inter alia* with respect to performance targets and size. LTI 2025 comprises up to 78 employees as a maximum, consisting of the executive management team and senior managers within the Cloetta Group, divided into three categories.

As before, to participate in LTI 2025, the participants must have personal shareholdings in Cloetta ("Investment Shares") and such shares must be allocated to LTI 2025. The participants in the first

category (the CEO and the executive management team) may as a maximum invest 12 per cent of their fixed annual salaries for 2024 before tax, the participants in the second category (certain senior managers) may as a maximum invest 10 per cent of their fixed annual salaries for 2024 before tax, the participants in the third category (certain other managers) may as a maximum invest 8 per cent of their fixed annual salaries of 2024 before tax and the participants in the fourth category (certain other managers) may as a maximum invest 6 per cent of their fixed annual salaries of 2024 before tax in LTI 2025.

For participants in the first category, each Investment Share entitles to six and a half (6.5) performance share rights. For the second category, each Investment Share entitles to five (5) performance share rights. For the third category, each Investment Share entitles to three and a half (3.5) performance share rights. For the fourth category, each Investment Share entitles to two (2) performance share rights. The participant will receive performance share rights after the AGM 2025 in connection with, or shortly after, an agreement is entered into between the participant and Cloetta regarding participation in LTI 2025. The performance share rights are divided into Series A, B and C according to the different performance targets that LTI 2025 includes and that drive long-term value for Cloetta.

As the Board's proposal regarding the transfer of own B shares under LTI 2025 under agenda item 20 (B) did not receive the required majority and thus was not approved, the Board intends to instead enter into a share swap agreement with a bank to secure the company's obligation to deliver B shares under LTI 2025.

Authorisation for the Board to resolve on repurchase and transfer of own B-shares

The AGM approved the Board's proposal regarding authorisation for the Board to, on one or more occasions for the period until the end of the next Annual General Meeting, resolve to acquire a maximum number of B-shares so that the company holds a maximum of ten per cent of all B-shares in Cloetta at any time following the acquisition. The AGM also approved the Board's proposal to, on one or more occasions for the period until the end of the next Annual General Meeting, resolve upon transfer of own B-shares on Nasdaq Stockholm or elsewhere.

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

Statutory meeting

At the statutory meeting held in connection with the AGM, Mikael Svenfelt, Alan McLean Raleigh and Pauline Lindwall were elected as members of the remuneration committee with Pauline Lindwall as chairman of the committee. Patrick Bergander, Morten Falkenberg, Malin Jennerholm and Camilla Svenfelt were elected as members of the audit committee with Patrick Bergander as chairman of the committee.

Investor and media contact

Laura Lindholm, Director, Communications & Investor Relations
+46 705 11 26 22, ir (@) cloetta.com

Cloetta's press and investor desk

+46 766 96 59 40

ir (@) cloetta.com
press (@) cloetta.com
sustainability (@) cloetta.com

For more information from Cloetta and press images, visit www.cloetta.com/en/media/