

Press Release

27 June 2008

Notice of Extraordinary General Meeting of Cloetta Fazer AB (publ)

The shareholders in Cloetta Fazer AB (publ) are hereby called to attend the Extraordinary General Meeting at 1:00 p.m. on Friday, 25 July, at World Trade Center Conference/New York Room, Klarabergsviadukten 70 or Kungsbron 1 in Stockholm.

Right to participate

In order to participate in the EGM, shareholders

- must* be entered in the share register maintained by VPC AB (the Nordic Central Securities Depository) not later than Friday, 18 July 2008 (the record date is Saturday, 19 July 2008),
- must* notify the company of their intention to participate in the EGM not later than Monday, 21 July 2008.
 - by post: Cloetta Fazer AB, Ingrid Skoog, Box 735, SE-101 35 Stockholm, Sweden
 - by telephone: +46 8-534 817 02
 - by fax: +46 8-411 27 62
 - by Internet: www.cloettafazer.se

When registering, shareholders must provide their name, personal or corporate identification number, address, telephone number and, when applicable, the names of any representatives and the number of agents.

Agents, proxies, etc.

Agents and representatives for juridical persons are requested to present certificates of registration or other proof of authorisation in good time prior to the EGM. Please note that any proxy forms should be submitted in original. A registration form, including a proxy form, is enclosed in the invitation that is sent to all shareholders. Proxy forms can also be downloaded from the corporate website www.cloettafazer.se or ordered from the Company.

Nominee shares

To be entitled to participate in the EGM, shareholders whose shares are held in the name of a nominee must temporarily re-register the shares in their own names with VPC AB. Such registration, so-called voting rights registration, must be completed by Friday, 18 July 2008 (the record date is Saturday, 19 July 2008), which means that the shareholders must notify their nominees in good time prior to this date. Please note that shares held in bank custody accounts and/or traded via the Internet may also be registered in the name of a nominee.

Proposed agenda

1. Opening of the EGM
2. Election of a Chairman of the EGM
3. Drawing up and approval of the voting list
4. Approval of the agenda
5. Election of two persons to check and sign the minutes
6. Decision as to whether the EGM has been duly convened
7. Proposed resolution on decision in principle regarding approval for the demerger of Cloetta Fazer
8. Proposed resolution regarding amendments to the Articles of Association, including the transition to a broken financial year (1 September – 31 August)
9. Proposed resolution regarding reduction of the statutory reserve
10. Adjournment of the EGM

Proposals for resolution

Item 7 – Proposed resolution on decision in principle regarding approval for the demerger of Cloetta Fazer

Based on the agreement for the demerger of Cloetta Fazer between the principal shareholders in Cloetta Fazer – AB Malfors Promotor and Oy Karl Fazer Ab – that was entered into and made public on 16 June 2008, the Board of Directors proposes that the EGM pass a decision in principle to approve the demerger of Cloetta Fazer. Through the demerger, operations in the Cloetta Fazer Group, including assets, rights, liabilities and obligations related to the operations contributed by Cloetta AB in connection with the merger with Fazer's confectionery operations in 2000, will essentially remain in or be transferred to the subsidiary Cloetta Fazer Sverige AB (or to a holding company that owns all of the shares in Cloetta Fazer Sverige AB) which is intended to become the new Cloetta. Operations in the Cloetta Fazer Group, including assets, rights, liabilities and obligations related to the operations contributed by Fazer in connection with the merger in 2000, will remain in or be transferred to the Parent Company Cloetta Fazer AB or subsidiaries, which is intended to become the new Fazer Confectionery. With regard to operations in the Cloetta Fazer Group arising subsequent to the merger, these will be transferred to one of the two operations.

Subsequent to the de-merger, the new Cloetta will have exclusive rights to the so-called umbrella brands Cloetta and Karamellpojckarna, with product brands such as Kexchoklad, Center, Plopp, Polly and Extra Starka. The company will have

production facilities in Ljungsbro and Alingsås, Sweden. After the demerger, Fazer will have exclusive rights to the Fennobon brand and the Fazer-related product brands such as Dumle, Geisha, Marianne, Tutti Frutti, Ässä, Pantteri/Salta Katten and Tyrkisk Peber. Fazer has always had exclusive rights to the Fazer and Karl Fazer brands and the colour-related brand Fazer Blue. Fazer Confectionery will have production facilities in Vantaa, Lappeenranta and Karkkila, Finland.

Aside from the above demerger, the new Cloetta is expected to have net cash of approximately SEK 160 million at 31 August 2008.

The intra-group transfers necessary for completion of the demerger as described above will take place on 31 August 2008.

Provided that the EGM resolves in favour of this proposal, the Board of Cloetta Fazer has decided to initiate measures for completion of the demerger and has appointed a special demerger committee that includes former Board members Lennart Bylock and Wilhelm Lünig. The Board has authorised this committee to handle and decide on issues arising in connection with the demerger process.

Information materials including background and additional details about the Board's proposed decision in principle regarding approval of the demerger will be available on Cloetta Fazer's website, www.cloettafazer.se, as of 11 July 2008.

Item 8 – Proposed resolution regarding amendments to the Articles of Association, including the transition to a broken financial year (1 September – 31 August)

The Board of Directors proposes that the Section 2 of the Company Articles of Association be amended from having previously stated that the Company's financial year shall be the calendar year to in the future stating that the Company's financial year shall cover the period from 1 September to 31 August. Aside from the business-related advantages of a transition to a financial year for specified period, it has been deemed necessary partly in respect of the demerger to prepare a complete annual report at 31 August 2008. The intention is thus for the Company to apply the financial period 1 January 2008 – 31 August 2008 in connection with the change of financial year. The decision is conditional on permission from the Swedish Tax Agency for the change of financial year.

With respect to the proposed change in the Company's financial year, the Board of Directors proposes that Section 8 of the Company's Articles of Association be amended so that it no longer states that the Annual General Meeting (AGM) must be held in the month of April, May or June. It is proposed that the specification of months be omitted.

The Board of Directors furthermore proposes that Section 7 of the Company's Articles of Association be amended to omit the specified time of 4:00 p.m. from the instructions for registration to attend a general meeting of shareholders.

Item 9 – Proposed resolution regarding reduction of the statutory reserve

The Board of Directors proposes that the Company's statutory reserve, amounting to SEK 688,815,581.70 at 31 December 2007, be reduced by a sum of SEK 688,815,581.70 to be transferred to a non-restricted reserve to be used according to the decision of the general meeting. After completing the reduction, the statutory reserve will be dissolved in full. The purpose of the reduction of the statutory reserve is to provide scope for an intended distribution of the shares in the new Cloetta to the shareholders in Cloetta Fazer. The decision is conditional on permission for a reduction in the statutory reserve from the Swedish Companies Registration Office or, in the event of dispute, from a court of law.

Special majority rules

For valid decision by the EGM under item 8, the resolution must be supported by shareholders representing at least two-thirds of both the number of votes exercised and the number of votes represented at the EGM.

Number of shares and votes

The Company has a total of 24,119,196 shares, consisting of 4,660,000 class A shares and 19,459,196 class B shares. The total number of votes is 66,059,196, of which 46,600,000 are represented by class A shares and 19,459,196 are represented by class B shares.

Documents

The complete proposals for resolution on agenda items 7, 8 and 9, and information materials regarding the proposal for resolution on agenda item 7, will be available at the Company and on the corporate website www.cloettafazer.se as of 11 July 2008, and will be sent to those shareholders who so request and who provide their mailing address.

Ljungsbro, June 2008
Cloetta Fazer AB (publ)
The Board of Directors

The information from Cloetta Fazer contained herein is subject to the disclosure requirements in the Swedish Securities Market Act. The information was submitted for publication on 27 June 2008, 8:00 a.m. CET.