

Press release

24 October 2008

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

The shareholders in Cloetta Fazer AB (publ) are hereby called to attend the Annual General Meeting at 1:00 p.m. on Tuesday, 25 November 2008, in the main auditorium at Nalen Konferens, Regeringsgatan 74 in Stockholm.

Right to participate

In order to participate in the AGM, shareholders

must be entered in the share register maintained by VPC AB (the Nordic Central Securities Depository) not later than Wednesday, 19 November 2008, and

must notify the company of their intention to participate in the AGM not later than Wednesday, 19 November 2008:

- by post: Cloetta Fazer AB, Ingrid Skoog, Box 735, SE-101 35 Stockholm, Sweden
- by telephone: 08-534 817 02
- by fax: 08-411 27 62
- by Internet: www.cloettafazer.se

For telephone calls and fax messages from outside Sweden, omit 08 and replace with +468.

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 legal entities are requested to present certificates of registration or other proof of authorisation in good time prior to the AGM. 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 AGM, 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 not later than Wednesday, 19 November 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 AGM
2. Election of a Chairman of the AGM
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 AGM has been duly convened
7. Information about the ongoing merger process in the Cloetta Fazer Group
8. Presentation of the annual report, the audit report, the consolidated financial statements and the consolidated audit report for the financial year from 1 January to 31 August 2008
9. Decisions regarding:
 - (a) adoption of the profit and loss accounts and balance sheets of the Parent Company and the Group
 - (b) appropriation of the Company's profits according to the adopted balance sheet and decision on the record date for dividends
 - (c) discharge from liability for the members of the Board of Directors and the Managing Director
10. Decision regarding the number of Board members, fees to be paid to the Board of Directors and auditors, and election of Board members and the Board Chairman
11. Proposal for decision regarding amendments to the Articles of Association, including a change in the Company's name
12. Proposal for decision regarding principles for remuneration and terms of employment for senior executives
13. Adjournment of the Meeting

Note: The company's current auditors were elected by the 2007 AGM to serve for a period of four years.

Proposals for decision

Item 2 – Election of a Chairman of the AGM

The Company's nominating committee, consisting of Lennart Bylock (chairman), Juhani Mäkinen (Oy Karl Fazer Ab) and Christer Wagenius (AB Malfors Promotor), have proposed that Claes Beyer be elected as Chairman of the AGM.

Item 9b – Decision regarding appropriation of the Company's profits according to the adopted balance sheet and decision on the record date for dividends

As a step in implementing the demerger of the Cloetta Fazer Group, the Board proposes that all of the shares in the wholly-owned subsidiary Cloetta AB (publ), corporate identity number 556308-8144, ("Cloetta") be distributed to the shareholders in Cloetta Fazer. The shares in Cloetta AB will be distributed to the shareholders in proportion to their existing holdings, whereby each share of class A in Cloetta Fazer AB will entitle the holder to one new class A share in Cloetta AB and each share of class B in Cloetta Fazer AB will entitle the holder to one new class B share in Cloetta AB. The Board's proposed record date for the distribution is Friday, 28 November 2008. Provided that the AGM approves the proposal, the shares in Cloetta are expected to be distributed by VPC AB on Monday, 1 December 2008. Information about the Board's proposed decision on distribution of the shares in Cloetta will be available on Cloetta Fazer's corporate website, www.cloettafazer.se, as of 11 November 2008.

Item 10 – Decision regarding the number of Board members, fees to be paid to the Board of Directors and auditors, and election of Board members and the Board Chairman

The Company's nominating committee has proposed:

that the number of Board members amount to four, with no deputies.

that board fees be paid in an amount of SEK 375,000 to the Board Chairman and SEK 200,000 to each of the other members of the Board. In addition, the nominating committee has proposed that no remuneration be paid for work on the Board committees.

that fees to the Company's auditors be paid in a reasonable amount according to approved account.

that sitting Board members Anders Dreijer, Karsten Slotte and Berndt Brunow be re-elected and that Krister Friberg be elected as a new member of the Board. Former Board members Olof Svenfelt, Meg Tivéus and Christer Zetterberg have declined re-election. Information about Krister Friberg can be viewed on Cloetta Fazer's corporate website www.cloettafazer.se and will also be available at the AGM.

that Anders Dreijer be re-elected as Board Chairman .

The nominating committee's proposal regarding the number of Board members, Board fees and the composition of the Board has been made with consideration to the ongoing demerger process in the Cloetta Fazer Group, including the public tender offer made by Oy Karl Fazer Ab to the shareholders in Cloetta Fazer AB on 16 June 2008. Against the same background, no proposed criteria for appointment of a nominating committee for the coming financial year will be presented to the AGM.

Item 11 – Proposal for decision regarding amendments to the Articles of Association, including a change in the Company's name

The Board proposes that the Articles of Association be amended to state that the name of the Company shall be Fazer Konfektyr Service AB (1 §), that the Board of Directors shall have its registered office in Stockholm (6 §), that the Annual General Meeting shall be held in Stockholm (7 §), that the former limitation whereby no person may vote their own or other shares constituting 40 per cent or more of the total number of shares in the Company be removed from the Articles of Association (7 §), that the pre-emption rules regarding the Company's class A shares be removed from the Articles of Association (10 §), and that certain editorial changes be made. The complete proposal for resolution including the new proposed Articles of Association will be available on Cloetta Fazer's corporate website, www.cloettafazer.se, as of 11 November 2008.

The Board's proposal for decision regarding amendments to the Articles of Association has been made with consideration to the ongoing demerger process in the Cloetta Fazer Group, including the public tender offer made by Oy Karl Fazer Ab to the shareholders in Cloetta Fazer AB on 16 June 2008.

Item 12 – Proposal for decision regarding principles for remuneration and terms of employment for senior executives

Remuneration to the Managing Director and other senior executives consists of basic salary, variable remuneration, other benefits and pension benefits. The distribution between basic salary and variable remuneration should be proportionate to the individual's responsibilities and powers.

Bonus

For the Managing Director, bonuses may amount to a maximum of 40 per cent of basic salary.

Pensions

The retirement age for the Managing Director is 60 years. Pension benefits for the Managing Director consist of a defined contribution plan.

Termination benefits

The mutual term of notice between the Company and the Managing Director is twelve months. In the event of dismissal by the Company, the Managing Director is also entitled to termination benefits corresponding to one year's salary.

Other

The Board of Directors has the right to deviate from the above guidelines in individual cases where the Board assesses this to be specially motivated.

Special majority rules

For valid decision by the AGM under item 11, 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 AGM.

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 accounting documents, audit report, auditors' statement regarding the earlier principles for remuneration and terms of employment for senior executives and complete proposals for resolution on agenda items 9b, 11 and 12, as well as information materials regarding the proposal for resolution on agenda item 9b, will be available at the Company and on the corporate website www.cloettafazer.se as of Tuesday, 11 November 2008, and will be sent to those shareholders who so request and who provide their mailing address.

Ljungsbro, October 2008

Cloetta Fazer AB (publ)

The Board of Directors