



PRESS RELEASE

Malmö, Sweden

17:30 CET, Wednesday, 22 February 2023

Notice of Extraordinary General Meeting in CDON AB

The shareholders of CDON AB (publ), reg. no. 556406-1702, ("CDON") are hereby given notice of an Extraordinary General Meeting to be held on Tuesday 28 March 2023 at 12:00 CET at Advokatfirman Cederquist's premises, Hovslagargatan 3, in Stockholm. Registration for the Extraordinary General Meeting will commence at 11:30 CET. Shareholders may also exercise their voting rights at the Extraordinary General Meeting by postal voting in advance in accordance with the provisions of the Articles of Association.

Participation

Shareholders who wish to participate in the Extraordinary General Meeting must:

- (i) be recorded as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances as of Monday 20 March 2023; and
- (ii) give notice of participation no later than by Wednesday 22 March 2023.

To be entitled to participate in the Extraordinary General Meeting, shareholders whose shares are registered in the names of nominees must, in addition to giving notice of participation, re-register such shares in their own name so that the shareholder is recorded in the presentation of the share register as of Monday 20 March 2023. Such re-registration may be temporary (voting rights registration) and can be requested from the nominee in accordance with the nominee's procedures in such time in advance as the nominee determines. Voting rights registrations effected by the nominee no later than by Wednesday 22 March 2023 will be considered in the presentation of the share register.

Participation by attending the meeting venue

Shareholders who wish to attend the meeting venue in person or by proxy shall give notice of participation no later than by Wednesday 22 March 2023. Notification can be made on CDON's website <https://investors.cdon.com/en/investor-relations/corporate-governance>, by e-mail to proxy@computershare.se, by telephone to +46 771-246 400 or by post to Computershare AB, "CDON's EGM 2023", P.O. Box 5267, SE-102 46 Stockholm, Sweden. Shareholders shall in their notice to participate state their name, personal identification number or company registration number, address, phone number and advisors, if applicable. Shareholders represented by a proxy or a representative should send documents of authorization to the address above well before the Extraordinary General Meeting. A template proxy form is available on CDON's website <https://investors.cdon.com/en/investor-relations/corporate-governance>.

Participation by postal voting

Shareholders who wish to participate in the Extraordinary General Meeting by postal voting must give notice to participate by casting their postal vote so that the postal vote is received by Computershare AB (administering the forms on behalf of CDON) no later than by Wednesday 22 March 2023. A special form shall be used for postal voting. The form is available on CDON's website <https://investors.cdon.com/en/investor-relations/corporate-governance>. The postal voting form can be submitted either by e-mail to proxy@computershare.se or by post to Computershare AB, "CDON's EGM 2023", P.O. Box 5267, SE-102 46 Stockholm, Sweden. Shareholders may also cast their postal votes digitally through BankID verification. A link to the digital postal voting can be found on CDON's website <https://investors.cdon.com/en/investor-relations/corporate-governance>. If the shareholder

postal votes by proxy, a power of attorney shall be enclosed with the postal voting form. A template proxy form is available on CDON's website <https://investors.cdon.com/en/investor-relations/corporate-governance>. If the shareholder is a legal entity, a copy of a registration certificate or a corresponding document for the legal entity shall be enclosed with the form. Further instructions can be found on the postal voting form.

Proposed agenda

1. Opening of the Extraordinary General Meeting.
2. Election of Chair of the Extraordinary General Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to verify the minutes.
6. Determination as to whether the Extraordinary General Meeting has been duly convened.
7. Resolutions regarding the combination with Fyndiq AB, including:
 - (a) approval of the combination with Fyndiq AB,
 - (b) authorization for the Board to resolve on a new issue of ordinary shares as purchase price in the combination with Fyndiq AB,
 - (c) amendments to the articles of association, and
 - (d) new issue of reclassifiable class C shares to the new CEO and certain other new key employees as purchase price in the combination with Fyndiq AB.
8. Resolution regarding issue of convertible bonds to one of the proposed new Board members.
9. Determination of the number of Board members and election of new Board members.
10. Closing of the Extraordinary General Meeting.

Proposed resolutions

Item 2 – Chair of the Extraordinary General Meeting

The Board of Directors (the “**Board**”) proposes that Tone Myhre-Jensen, member of the Swedish Bar Association, Cederquist law firm, is elected to be the Chair of the Extraordinary General Meeting.

Item 7 – The combination with Fyndiq

On 16 February 2023, the Board of CDON and a majority of the shareholders of Fyndiq AB (“**Fyndiq**”) entered into a combination agreement, pursuant to which CDON and Fyndiq have agreed to combine their business operations, subject to approval by the general meeting of CDON. The Board believes that the timing of the combination is favorable, and that the strategic and financial rationale is compelling. Further information regarding transaction rationale and financial impacts can be found in the press release regarding the combination of CDON and Fyndiq available at <https://investors.cdon.com/en/investor-relations/corporate-governancepressmeddelanden/cdon-and-fyndiq-combine-forces-to-create-the-leading-nordic--102081>

Fyndiq is as of the date of this notice owned by a total of 39 shareholders, of which Philian, Bisslinge Förvaltning and Northzone are the three largest. In addition, Fyndiq's CEO Fredrik Norberg who will be appointed the as new CEO of CDON, and certain other key employees holding warrants in Fyndiq will be offered to exercise such warrants in accordance with their terms and become Fyndiq shareholders prior to completion of the combination. The Fyndiq sellers will receive ordinary shares in CDON as purchase price, save that such key employees (as sellers) also will receive a portion of their purchase price for their shares in cash and a portion in the form of class C shares in CDON that are reclassifiable into ordinary shares in 2027 subject to the fulfilment of a defined performance condition related to the value growth in CDON's ordinary share. The objective of the class C shares is to create incentives to execute the combined company's next phase of growth and thereby align the holders' interests with those of the shareholders.

In light of the above, the Board proposes that the Extraordinary General Meeting resolves to approve the combination with Fyndiq and authorizes the Board to resolve on a new issue of ordinary shares, in accordance with items 7(a)-(b). The resolutions under items 7(a)-(b) are conditional upon each other. The Board further proposes that the Extraordinary General Meeting resolves to amend the articles of association by the introduction of a new share class of reclassifiable shares of class C and on a new issue of class C shares, in accordance with items 7(c)-(d). The resolution under item 7(d) is conditional upon that the Extraordinary General Meeting resolves in accordance with the Board's proposals under items 7(a)-(c).

ADW Capital Management, Rite Ventures and Mandatum, the three largest shareholders of CDON at the time of issuance of this notice, holding approximately 62.5 percent of the shares and votes, have undertaken to vote in favor of the Board's proposals under this item 7.

Approval of the combination with Fyndiq (item 7(a))

The Board proposes that the Extraordinary General Meeting resolves to approve the combination between Fyndiq and CDON. Fyndiq is a marketplace that offers a wide range of bargain products from a large number of merchants. Since the launch in 2010, Fyndiq has a proven track record, and an effective technical platform that allows merchants to easily sell their products, while Fyndiq takes care of marketing, customer support and payment systems online.

According to the combination agreement, the purchase price will preliminarily consist of 4,101,892 newly issued ordinary shares and 241,543 newly issued class C shares in CDON, corresponding to an ownership share for the Fyndiq sellers of 40.3 percent of the shares and 39.0 percent of the votes in CDON after the transaction. This entails that all shares in Fyndiq shall be exchanged for 4,101,892 new ordinary shares in CDON (corresponding to a preliminary subscription price of SEK 173.25 per

share based on the average closing price of the CDON share at Nasdaq First North Growth Market for the ten business days prior to 15 February 2023), and, as the case may be 241,543 new class C shares in CDON (corresponding to a preliminary subscription price of SEK 71.80 per share, calculated by using the Black & Scholes method, based on the average closing price of the CDON share at Nasdaq First North Growth Market ten business days prior to 15 February 2023). The new CEO and certain other new key employees will for a portion of their consideration receive up to a total of SEK 7,122,575 in cash. The purchase price may be subject to adjustment to reflect the relative valuation of CDON and Fyndiq in connection with closing of the combination.

CDON and the Fyndiq sellers have given limited customary representations and warranties with respect to CDON and Fyndiq, respectively, which limits the possibility to claim for loss under the warranties, and consequently, reduction of the purchase price. However, both CDON and Fyndiq have given customary fundamental warranties.

The combination with Fyndiq is, according to the combination agreement, conditional upon the Extraordinary General Meeting resolving to approve the combination under this item 7(a) as well as to authorize the Board to resolve on a new issue of ordinary shares to the Fyndiq sellers in accordance with item 7(b).

In case the Extraordinary General Meeting resolves to reject the proposed amendments of the articles of association or the new issues of class C shares under item 7(c)-(d), all Fyndiq sellers will receive all consideration shares in ordinary shares as consideration for their Fyndiq shares in addition to the cash consideration to be paid to certain of the sellers. Under such assumptions, the ownership share for the Fyndiq sellers will correspond to 39.5 percent of the shares and votes in CDON after the transaction.

Authorization for the Board to resolve on a new issue of ordinary shares as purchase price in the combination with Fyndiq (item 7(b))

The Board proposes that the Extraordinary General Meeting resolves to authorize the Board, for the period until the end of the next Annual General Meeting, to resolve on a new issue of ordinary shares, to be used as purchase price in the combination with Fyndiq. The purchase price to certain of the Fyndiq sellers will also comprise a cash consideration amounting up to a total of SEK 7,122,575.

A maximum of 4,201,996 ordinary shares are to be issued, corresponding to approximately 65.2 percent of the shares and votes in CDON prior to the transaction and 39.5 percent of the shares and votes in the combined company, further, a maximum of 420,000 additional ordinary shares may be issued as consideration to reflect the relative valuation of CDON and Fyndiq in connection with closing of the combination. The Fyndiq sellers shall be entitled to subscribe for the new ordinary shares and shall as payment for the shares contribute to CDON shares in Fyndiq owned by the sellers. CDON estimates that the value of the Fyndiq shares that may be contributed, i.e. a maximum of all Fyndiq shares, will amount to SEK 735.1m (based on the price of CDON's share in connection with the signing date), which may be adjusted on the basis of the share price of CDON's shares on the so-called transaction date (i.e. the completion date).

Subject to approval by the Extraordinary General Meeting, class C shares will be issued to certain Fyndiq sellers to form a part of their consideration, and accordingly reduce the number of ordinary shares to be issued making use of the authorization under this item 7(b)).

Amendments of the articles of association (item 7(c))

The Board proposes that the articles of association are restated and amended with the introduction of a new share class of reclassifiable and redeemable class C shares in accordance with the following.

§ 5 Number of shares

The number of shares shall be not less than 5,000,000 and not more than 20,000,000.

The shares shall be of ordinary shares and reclassifiable class C shares.

The ordinary shares shall carry one (1) vote each and the class C shares shall carry one-tenth (0.1) vote each.

Shares of either class may be issued up to an amount corresponding to the entire share capital.

Ordinary shares and class C shares are entitled to dividend.

All outstanding class C shares shall be reclassified, upon resolution by the Board, to ordinary shares if the average volume weighted price on CDON's ordinary share during January 2027 (the end value) is at least equal to SEK 173.25 (the start value). The start value shall be recalculated following reverse splits, splits and/or other similar events affecting the value of the CDON shares, and where a recalculation is fair and reasonable in order to put the shareholder in the same financial position as before such action. Any such recalculation shall be made by the Board of Directors. CDON shall keep its accounting so that the degree of fulfilment of the condition for reclassification of class C shares set out above are disclosed.

A resolution by the Board to reclassify the class C shares shall be made during the period 1 – 31 March 2027. Immediately after a decision to reclassify class C shares, the Board shall report the reclassification to the Swedish Companies Registration Office (Sw. *Bolagsverket*) for registration. The reclassification is effectuated when it has been registered and the reclassification has been noted in the Central Securities Depository ("CSD") register.

Reduction of share capital, which in any case shall not fall below the minimum share capital, may, upon the request of a holder of a class C share and a resolution by the Board or the shareholders' meeting, take place through redemption of class C shares. A resolution by the Board to redeem shares shall be resolved no later than three months after a request from a shareholder.

With effect from and including 1 February 2027, a resolution by the Board regarding redemption of shares may also encompass all outstanding shares of class C provided that the condition for reclassification outlined above has not been fulfilled. Such resolution must be made by the Board no later than 28 February 2027.

When a resolution regarding redemption of shares is passed, an amount corresponding to the redemption amount shall be allocated to statutory reserves, provided that requisite funds are available. Immediately after a resolution regarding redemption of shares is passed, the Board shall report the redemption to the Swedish Companies Registration Office (Sw. *Bolagsverket*) for registration. The redemption is effectuated when it has been registered and the redemption has been noted in the CSD register. No compensation shall be paid upon redemption of class C shares.

If the Company resolves to issue new ordinary shares and class C shares, against payment other than contribution in kind, owners of ordinary shares and class C shares shall enjoy preferential rights to subscribe for new shares of the same class pro rata to the number of shares previously held by them (primary preferential rights). Shares which are not subscribed for pursuant to the primary preferential rights shall be offered to all shareholders for subscription (subsidiary preferential rights). If the number of shares thus offered are not sufficient for the subscription on the basis of subsidiary preferential rights, the shares shall be allocated between the subscribers pro rata to the number of shares previously held and, to the extent such allocation cannot be effected, by the drawing of lots.

If the Company resolves to issue new shares of either solely ordinary shares or class C shares, against payment other than contribution in kind, all shareholders, irrespective of whether their shares are ordinary shares or class C shares, have preferential rights to subscribe for new shares pro rata to the number of shares previously held by them.

Should the Company resolve on an issue of warrants or convertibles, against other payment than

contribution in kind, the above stated regarding the shareholders' preferential rights should apply mutatis mutandis.

The provisions above shall not entail any restrictions on the possibility for the Company to adopt a resolution regarding a cash issue or set-off issue without regard to shareholders' preferential rights.

Upon an increase in the share capital by way of a bonus issue, new shares of each class shall be issued pro rata to the number of shares of the same class which are already in existence. In relation thereto, old shares of a particular class shall entitle the holder to pre-emption rights to new shares of the same class. The aforementioned shall not entail any restrictions on the possibility for the Company to issue shares of a new class through a bonus issue, following any necessary amendments to the articles of association.

New issue of reclassifiable class C shares to the new CEO and certain other new key employees as purchase price in the combination with Fyndiq (item 7(d))

The Board proposes that the Extraordinary General Meeting resolves on a new issue of reclassifiable class C shares to the new CEO and certain other new key employees to form a part of the purchase price for their shares in Fyndiq. The class C shares will be reclassified to ordinary shares after a four-year measurement period provided that the average volume weighted price on CDON's ordinary share during January 2027 (the end value) is at least equal SEK 173.25 (the start value) (the "**Threshold**"). If the performance-based condition for reclassification of the class C share has not been fulfilled, all class C shares will be redeemed during February 2027, without any refund to the holder.

The maximum dilution due to the re-classification of class C shares is estimated at 2.3 percent in terms of the total number of CDON ordinary shares traded on Nasdaq Stockholm First North Growth Market after completion.

The class C shares shall be governed by the proposed articles of association as set out under item 7(c). In addition, the Board has resolved upon the detailed terms of agreements which will be entered into with the holders prior to the combination. The agreements with the holders include a mandatory and irrevocable request from the respective holder to redeem the holder's class C shares (all or part, as the case may be) if (a) the holder ceases to be employed by CDON, or the CDON group, subject to certain exceptions, prior to reclassification, or (b) the holder transfers, sells, pledges, lends or otherwise disposes of the class C shares at any time prior to reclassification (excluding in the case of transfer pursuant to law to an estate (Sw. *dödsbo*)), or (c) under certain conditions in connection of a public takeover bid or merger, or (d) in case a redemption is necessary to ensure compliance with laws and regulations. The class C shares will be redeemed without any refund to the holder, other than in connection with a redemption pursuant to section (d), where the holder shall be compensated on market terms and on market value for such redemption. Further, in order to achieve an incentive where the holders only take part of the upside created following the combination, the agreements with the holders include a mandatory and irrevocable request from the respective holder to redeem such portion the holder's class C shares in order to reach the Threshold, i.e. that the total value of the CDON ordinary shares that the holder has following reclassification, equals the end value subtracted with the start value. In practice, this means that each holder, after reclassification, will as a starting point own fewer CDON ordinary shares than their initial ownership of class C shares.

The number of class C shares as well as the start value may change due to intervening bonus issues, reverse splits, splits, rights issues and/or other similar events. According to the agreements with the participants, all participants must act towards ensuring that all shareholders in CDON are treated equal in case of changes to CDON's share structure or capital structure.

- The issue of new class C share under this item 7(d) will increase CDON's share capital by no more than SEK 265,465.777438 due to the issue of no more than 265,000 new class C shares. The number of new class C shares shall however be based on the combination agreement, this means that the number could be adjusted accordingly. The resolution shall otherwise be governed by the following terms and conditions. The new class C shares shall be offered for

subscription to the new CEO and six other new key employees as follows: the new CEO will receive 65,502 new class C shares, one new key employee will receive 48,353 new class C shares, one new key employee will receive 38,018 new class C shares, three new key employees will receive 24,176 new class C shares each, and one new key employee will receive 17,142 new class C shares.

The number of new class C shares to be received by each person as stated above is based on the combination agreement, in accordance to which 241,543 new issued shares of class C shall be issued to the subscribers. This means that the number could be adjusted accordingly, to reflect the relative valuation of CDON and Fyndiq at closing.

- The new class C shares shall be subscribed for no later than 31 July 2023 on a subscription list. Subscription can however not be made until the new articles of association proposed under item 7(c) has been registered with the Swedish Companies Registration Office. Oversubscription may not occur.
- Payment for the shares shall be made no later than in connection with subscription for the new shares by contribution of shares in Fyndiq (contribution in kind) to CDON.
- The subscription price for each new class C share has been estimated to SEK 71.80 (the preliminary subscription price has been calculated by using the Black & Scholes method and based on a share price for CDON's ordinary share of SEK 173.25). As a result of applicable accounting standards, the subscription price as well as the value that the contribution in kind is recorded at in the balance sheet of CDON may change depending on the value of CDON's shares. The portion of the subscription amount that exceeds the quota value shall be transferred to the free share premium.
- The new class C shares are subject to reclassification and redemption clauses in the articles of association.
- The new class C shares shall entitle to dividend for the first time on the first record date for dividend that occurs following registration of the share issue with the Swedish Companies Registration Office.

The Board considers the consideration for the Fyndiq shares as fair to CDON's shareholders from a financial point of view and that it represents the market value of such shares. The new issue of class C shares is an integral part of the integration of Fyndiq and CDON, and it is the Board's view that it will be for the benefit for CDON and the new combined company's shareholders, as it will create incentives to execute the combined company's next phase of growth thereby aligning holders' interests with those of the shareholders. Further, the reclassification of class C shares does not result in any costs for CDON.

Item 8 – Issue of convertible bonds to one of the proposed new Board members

The Board proposes that the Extraordinary General Meeting resolves to issue convertible bonds with deviation from the shareholders' preferential rights to the new proposed Board member Erik Segerborg. The convertible bond issue is a part of the integration of Fyndiq and CDON, and it is the Board's view that it will be for the benefit for CDON and the new combined company's shareholders, as it will create and incentive to execute the combined company's next phase of growth thereby aligning the holders' interests with those of the shareholders.

The following terms and conditions shall apply to the Convertible Bond Issue.

- The company shall, with deviation from the shareholders' preferential rights, issue a convertible loan in a nominal amount of no more than SEK 7,500,000 by way of a directed issue of convertible bonds.

- The number of convertible bonds amounts to a maximum of ten. The nominal amount of the convertible bonds amounts to SEK 750,000 or multiples thereof. The subscription price per convertible bond shall be equal the nominal amount.
- The right to subscribe for convertible bonds shall be vested in the proposed new Board member Erik Segerborg, who shall be entitled to subscribe for convertible bonds for SEK 7,500,000.
- Subscription of convertible bonds shall be made by cash payment during the period from and including 15 April 2023 up to and including 31 July 2023, and subject to completion of the combination with Fyndiq and the acquisition of the Fyndiq shares in accordance with item 7.
- During the period 15 April 2023 to 30 June 2025 (inclusive) the convertible bonds can be converted into CDON ordinary share at a conversion price for one (1) CDON ordinary share corresponding to 120 percent of the average volume-weighted price paid for CDON's ordinary share on Nasdaq First North Growth Market during the ten trading days immediately prior to subscription of the convertible bonds, rounded off to the nearest full SEK ten (10) öre, whereby SEK five (5) öre shall be rounded up, however not less than SEK 120,00.
- No interest to be payable on the convertible bonds.
- The convertible bonds are subordinated debt liabilities. It is only the convertible bond holder that has the right to call for conversion. The convertible bond falls due at maturity date on 1 July 2025, if conversion has not been made before the maturity date.
- A share that has been issued through conversion of a convertible bond will entitle to dividends for the first time on the first record date for dividends which occurs after date on which the conversion is effectuated.
- Upon full conversion, i.e. conversion of the entire convertible loan, conversion may not be made into more CDON ordinary shares than a total of 62,500, entailing that the company's share capital may increase by no more than SEK 62,609.853169. At conversion to shares, the amount exceeding the quota value shall be transferred to the unrestricted share premium reserve.
- The other terms and conditions are set out in the complete terms and conditions for the convertible bonds. As stated therein, the conversion price may be recalculated upon a distribution of dividends, a bonus issue and/or new issue as well as in certain other situations.

The methodology for the calculation of the conversion price for the convertible bonds is based on a valuation requested by the Board from PwC. For the valuation, PwC has applied methods considered by market professionals as established for comparable securities.

The dilution due to the conversion of the convertible bonds is estimated at 0.5 percent in terms of the total number of CDON shares (ordinary and class C shares) after the new issues of shares set out under item 7.

The new shares, which may be issued through conversion or upon subscription for new shares are not subject to any restrictions.

Item 9 – Determination of the number of Board members and election of new Board members

ADW Capital Management and Rite Ventures, the two largest shareholders in CDON at the time of the issuance of this notice holding approximately 52.85 percent of the total number of shares and votes in CDON, propose the following in light of the proposed combination between CDON and Fyndiq.

- The number of Board members elected by the general meeting shall be five.
- Christoffer Norman and Erik Segerborg shall be elected as new Board members. The current

Board members Kristina Lukes, Niklas Woxlin and Jonas Calles have declared that they will resign as Board members once the appointment of the new Board members takes effect.

Erik Segerborg

Born: 1985

Nationality: Swedish

Direct or related person Ownership: Erik Segerborg will post completion of the combination own in total 52,854 ordinary shares in CDON through his holding company Zamok Topp AB.

Erik Segerborg is a board member, investor and advisor focused on marketplaces. He has previously been an executive at Avito and Hemnet as well as the founder and CEO of real estate marketplace Domofond. Before joining the tech world he was a management consultant at McKinsey. Erik holds an M.Sc. in Economics from the Stockholm School of Economics.

Christoffer Norman

Born: 1987

Nationality: Swedish

Direct or related person Ownership: Christoffer Norman will post completion of the combination own in total 350,780 ordinary shares in CDON through his holding company Gausta Investment AB.

Christoffer Norman currently serves as the Chief Operating Officer of Alva Labs, a Software-as-a-Service company in the recruitment space. Prior to Alva, Christoffer was an investor with venture capital firm Northzone and COO of Avito, the world's largest online classifieds company. He holds a B.Sc. in Finance and Accounting from the Stockholm School of Economics.

The resolution of the Extraordinary General Meeting under this item 9 is subject to completion of the combination with Fyndiq and the acquisition of the Fyndiq shares in accordance with item 7.

If the Extraordinary General Meeting resolves in accordance with the proposals under this item 9, the Board will, once the resolution becomes effective and until the close of the Annual General Meeting in May 2023, consist of Josephine Salenstedt (chair), Brad Hathaway, Christoffer Norman, Erik Segerborg and Jonathan Sundqvist.

For the period from the Extraordinary General Meeting until the resolution becomes effective the Board will consist of current Board members Josephine Salenstedt (chair), Niklas Woxlin, Kristina Lukes, Jonathan Sundqvist, Jonas Calles and Brad Hathaway.

The Board members that resign from their appointments in CDON once the appointment of new Board members becomes effective, will receive the full remuneration resolved upon by the 2022 Annual General Meeting. It is further proposed that Kristina Lukes, Niklas Woxlin and Jonas Calles shall receive extra remuneration in the amount of SEK 35,000 each, for extraordinary services related to the Board's work during 2023 in connection with the combination with Fyndiq. The two new proposed Board members will not receive any remuneration for work in the Board and its committees from CDON for the period until the 2023 Annual General Meeting.

The members of CDON's Nomination Committee ahead of the 2023 Annual General Meeting have been informed about the proposals under this item 9.

Other information

Special majority requirements

Valid resolution under item 7(c) requires support by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the Extraordinary General Meeting.

Valid resolutions under items 7(d) and 8 require support by shareholders holding not less than nine-tenths of both the votes cast and the shares represented at the Extraordinary General Meeting.

Number of shares and votes in the company

At the time of issuance of this notice, the total number of shares in the company, as well as the total number of votes, amounts to 6,440,415. The company holds no treasury shares.

Shareholders' right to receive information

The Board and the CEO shall, if any shareholder so requests and the Board believes that it can be done without material harm to the company, at the Extraordinary General Meeting provide information regarding circumstances that may affect the assessment of an item on the agenda.

Available documents

Documentation to the Extraordinary General Meeting will be available on CDON's website <https://investors.cdon.com/en/investor-relations/corporate-governance> and at the company's office at Södergatan 22 in Malmö, Sweden, no later than Tuesday 7 March 2023. Hard copies of the documents will be sent to those shareholders who so request and state their postal or email address. The documents can be ordered by telephone to +46 771-246 400 or by post to Computershare AB, "CDON's EGM 2023", P.O. Box 5267, SE-102 46 Stockholm, Sweden.

Authorization

The Board, or any person appointed by the Board, shall be authorized to make the minor adjustments in the resolutions adopted by the Extraordinary General Meeting as may be required in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden.

Processing of personal data

For information about how your personal data are processed, please refer to www.computershare.com/se/gm-gdpr and <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

CDON AB

Malmö in February 2023
The Board of Directors

For further information, please contact:

Thomas Pehrsson, Acting CEO, and CFO
E-mail: thomas.pehrsson@cdon.com

Certified Adviser

FNCA Sweden AB is the company's Certified Adviser.
E-mail: info@fnca.se

About CDON

CDON AB (publ) ("CDON") was founded in 1999 and is now the largest marketplace in the Nordic region. Customers can choose to buy and compare prices for millions of products at CDON, by far the widest range of all Nordic e-retailers. Over 1,500 merchants use CDON's platform and technology to increase their sales. This gives CDON a wide range of products within, movie, music, computers, games, office supplies, books, toys, consumer electronics, household appliances, sport, outdoor, beauty care, fashion, shoes, computers, and computer products. CDON's shares are listed on Nasdaq First North Growth Market with the abbreviation CDON.

CDON AB (publ)

PO Box 385, SE-201 23, Malmö, Sweden | Visiting address: Södergatan 22, Malmö
Swedish Corporate Reg. No. 556406-1702 | VAT Reg. No.: SE 556406170201 | LEI-code: 5493006F7ZGT71653W96
Corporate Domicile (styrelsens säte): Malmö | Website: www.cdon.com | IR-website: <https://investors.cdon.com>