



PRESS RELEASE

Malmö, Sweden

12:00 CEST, Thursday, 4 April 2024

Notice of Annual General Meeting in CDON AB

The shareholders of CDON AB (publ), reg. no. 556406-1702, ("CDON" or "the company") are hereby given notice of the Annual General Meeting ("Annual General Meeting" or the "Meeting") to be held on **Tuesday 7 May 2024** at 10:00 CEST at Törngren Magnell & Partners Advokatfirma's premises at Jakobs Torg 3 in Stockholm, Sweden. Registration for the Annual General Meeting will commence at 09:30 CEST. Shareholders may also exercise their voting rights at the Annual 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 Annual General Meeting must:

- (i) be recorded as shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances as of Friday 26 April 2024; and
- (ii) give notice of participation no later than by Tuesday 30 April 2024.

Participation by postal voting

Shareholders who wish to participate in the Annual 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 Tuesday 30 April 2024. A special form shall be used for postal voting. The form is available on CDON's website 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 AGM 2024", P.O. Box 5267, SE-102 46 Stockholm, Sweden. Shareholders may also cast their postal votes digitally through Swedish BankID verification. A link to the digital postal voting can be found on CDON's website 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 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.

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 Tuesday 30 April 2024. Notification can be made on CDON's website 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 AGM 2024", 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 Meeting. A template proxy form is available on CDON's website investors.cdon.com/en/investor-relations/corporate-governance.

Voting rights registration

To be entitled to participate in the 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 Friday 26 April 2024. 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 Tuesday 30 April 2024 will be considered in the presentation of the share register.

Proposed agenda

1. Opening of the Annual General Meeting.
2. Election of Chair of the Annual 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 Annual General Meeting has been duly convened.
7. Presentation of the submitted annual report and the auditor's report, as well as the consolidated financial statements and the consolidated auditor's report.
8. Resolution on
 - (a) adoption of the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet;
 - (b) dispositions regarding the company's result according to the approved balance sheet; and
 - (c) discharge of liability for Board members and the Chief Executive Officers.
9. Determination of the number of Board members.
10. Determination of fees for Board members and the auditor.
11. Election of Board members, Chair of the Board and Deputy Chair of the Board.
12. Determination of the number of auditors and election of auditor.
13. Resolution on amendments of the Articles of Association, including:
 - (a) change of the registered office of the Board of Directors from Malmö to Stockholm (§ 2 and § 8 of the Articles of Association); and
 - (b) addition of a provision regarding digital general meetings (§ 10 of the Articles of Association).
14. Resolution on authorization for the Board to resolve on new issue of ordinary shares.
15. Closing of the Annual General Meeting.

Proposed resolutions

Item 2 – Election of Chair of the Annual General Meeting

The Nomination Committee proposes that Johan Wigh, member of the Swedish Bar Association, or the person appointed by the Board of Directors in the event of his impediment, be elected Chair of the Annual General Meeting.

Item 3 – Preparation and approval of the voting list

The voting list proposed to be approved under item 3 on the agenda is the voting list prepared by the Chair of the Meeting, based on the general meeting share register, postal votes received and shareholders having given notice of participation and being present at the meeting venue.

Item 8 – Resolution on (b) dispositions regarding the company's result according to the approved balance sheet

The Board proposes that no dividend is paid and that available profits are carried forward.

Item 9 – Determination of the number of Board members

The Nomination Committee proposes that the Board shall consist of five (5) members without deputies.

Item 10 – Determination of fees for the Board members and the auditor

The Nomination Committee proposes remuneration to the Board in a total amount of SEK 1,250,000.

The proposed remuneration for Board work for the period until the end of the next Annual General Meeting shall be allocated in accordance with the following:

- SEK 325,000 to each of the Chair of the Board and the Deputy Chair of the Board (*unchanged*); and
- SEK 200,000 to each of the other Board members (*unchanged*).

The Nomination Committee proposes that fees to the auditor shall be paid as per approved invoice.

Item 11 – Election of Board members, Chair of the Board and Deputy Chair of the Board

The Nomination Committee proposes re-election of the Board members Christoffer Norman, Erik Segerborg, Brad Hathaway and Josephine Salenstedt for the period until the end of the next Annual General Meeting. The Nomination Committee further proposes on new election of Richard Shapiro as Board member for the period until the end of the next Annual General Meeting. Christoffer Norman is proposed to be re-elected as Chair of the Board and Erik Segerborg is proposed to be re-elected as Deputy Chair of the Board.

Information regarding Richard Shapiro is set out below.

Richard Shapiro

Born: 1970

Nationality: USA

Education: Bachelor's Degree in Business Administration & Management from University of Southern California; and a Master of Business Administration (MBA) Degree from Georgetown University, USA

Relevant professional experience: Richard is founder and Chief Investment Officer (CIO) at Ridge Run Partners, a Connecticut based family office, primarily focused on public and private equity investments. He is also Board Director at the public US companies Orion Energy Systems & Elah Holdings. Previously, Richard had held senior positions as Partner & Portfolio Manager at Wexford Capital and as Managing Director & Portfolio Manager at Millennium Management and Amaranth Advisors

Direct or indirect ownership in CDON: 12,000 ordinary shares

Independent in relation to CDON and CDON's management and independent in relation to CDON's major shareholders

Information on all proposed members of the Board is available on the company's website, investors.cdongroup.com/en/investor-relations/corporate-governance.

Item 12 – Determination of the number of auditors and election of auditor

The Nomination Committee proposes that CDON shall have a registered accounting firm as auditor and that the registered accounting firm PricewaterhouseCoopers AB (“**PwC**”) is re-elected as auditor for the period until the end of the Annual General Meeting 2025. PwC has informed CDON that the authorized auditor Eva Carlsvi will continue as auditor in charge if PwC is re-elected as CDON's auditor.

Item 13 – Resolution on amendments of the Articles of Association, including (a) change of the registered office of the Board of Directors from Malmö to Stockholm (§ 2 and § 8 of the Articles of Association); and (b) addition of a provision regarding digital general meetings (§ 10 of the Articles of Association).

(a) Change of the registered office of the Board of Directors from Malmö to Stockholm (§ 2 and § 8 of the Articles of Association)

In February 2023, CDON entered into a combination agreement according to which CDON and Stockholm based Fyndiq AB would combine their businesses. As a part of the continued operations after the combination, CDON has resolved that the operations in Malmö will be moved to Stockholm. In light of this, the Board of Directors of CDON proposes that the Annual General Meeting resolves on an amendment of § 2 of the Articles of Association, whereby the registered office of the Board of Directors is changed from Malmö to Stockholm, and an amendment of § 8 of the Articles of Association, whereby the possibility to hold general meetings in other locations than at the registered office of the Board of Directors is removed.

The proposed amendments of § 2 and § 8 are set out below, where the underlined text refers to proposed additions.

Current wording	Proposed wording
<p>§ 2 Registered office</p> <p>The Board's registered office is in the Municipality of Malmö.</p>	<p>§ 2 Registered office</p> <p>The Board's registered office is in the Municipality of <u>Stockholm</u>.</p>
<p>§ 8 Annual General Meeting</p> <p>The Annual General Meeting will be held in Malmö or Stockholm.</p> <p>The following business shall be addressed at the Annual General Meeting:</p> <ol style="list-style-type: none">1. Election of chairman of the meeting;2. Establishment and approval of the voting list;3. Approval of agenda;4. Election of one or two people to attest the minutes;5. Examination of whether the meeting was duly convened;6. Presentation of submitted annual report and auditor's report and, if the company is the parent company, consolidated	<p>§ 8 Annual General Meeting</p> <p>The following business shall be addressed at the Annual General Meeting:</p> <ol style="list-style-type: none">1. Election of chairman of the meeting;2. Establishment and approval of the voting list;3. Approval of agenda;4. Election of one or two people to attest the minutes;5. Examination of whether the meeting was duly convened;6. Presentation of submitted annual report and auditor's report and, if the company is the parent company, consolidated accounts and consolidated auditor's report;7. Decision on:

<p>accounts and consolidated auditor's report;</p> <p>7. Decision on:</p> <p>a) Adoption of the income statement and balance sheet and whether the company is the parent company, consolidated income statement and consolidated balance sheet;</p> <p>b) Dispositions regarding profit or loss according to the approved balance sheet;</p> <p>c) Discharge of liability for board members and the managing director;</p> <p>8. Determination of the number of board members and auditing companies or auditors;</p> <p>9. Determination of fees for board members and auditors;</p> <p>10. Election of board members and auditing companies or auditors;</p> <p>11. Other business, which is brought up at the meeting in accordance with the Swedish Companies Act or the Articles of Association.</p>	<p>a) Adoption of the income statement and balance sheet and whether the company is the parent company, consolidated income statement and consolidated balance sheet;</p> <p>b) Dispositions regarding profit or loss according to the approved balance sheet;</p> <p>c) Discharge of liability for board members and the managing director;</p> <p>8. Determination of the number of board members and auditing companies or auditors;</p> <p>9. Determination of fees for board members and auditors;</p> <p>10. Election of board members and auditing companies or auditors;</p> <p>11. Other business, which is brought up at the meeting in accordance with the Swedish Companies Act or the Articles of Association.</p>
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(b) Addition of a provision regarding digital general meetings (§ 10 of the Articles of Association)

By a change in the Swedish Companies Act (2005:551) that came into force on 1 January 2024, general meetings are allowed to be conducted entirely digitally. The Board of Directors believes that when special circumstances exist, such as pandemic outbreaks, there may be a need to hold fully digital general meetings. Against this background, the Board of Directors proposes that the Annual General Meeting resolves on an addition to § 10 of the Articles of Association that allows for the Board of Directors to resolve that a general meeting shall be held digitally.

The proposed amendments of § 10 are set out below, where the underlined text refers to proposed additions.

Current wording	Proposed wording
<p>§ 10 Collection of proxies, mail-in voting and the attendance of outsiders at the general meeting</p> <p>The Board may collect proxies in accordance with the procedure specified in Chapter 7, Section 4, second paragraph, of the Swedish Companies Act (2005: 551).</p> <p>Prior to a general meeting, the board may decide that the shareholders shall be able to exercise their voting rights by mail, including by email, before the general meeting.</p> <p>Anyone who is not a shareholder shall, under the terms determined by the Board, have the right to attend or otherwise follow the negotiations at the Annual General Meeting.</p>	<p>§ 10 Collection of proxies, mail-in voting, <u>digital general meetings</u> and the attendance of outsiders at the general meeting</p> <p>The Board may collect proxies in accordance with the procedure specified in Chapter 7, Section 4, second paragraph, of the Swedish Companies Act (2005: 551).</p> <p>Prior to a general meeting, the board may decide that the shareholders shall be able to exercise their voting rights by mail, including by email, before the general meeting.</p> <p><u>The Board may resolve, in accordance with Chapter 7, Section 15, first paragraph of the Swedish Companies Act (2005:551), that general meetings shall be held digitally.</u></p>

	Anyone who is not a shareholder shall, under the terms determined by the Board, have the right to attend or otherwise follow the negotiations at the Annual General Meeting.
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Item 14 – Resolution on authorization for the Board to resolve on new issue of ordinary shares

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to, on one or several occasions during the period up until the next Annual General Meeting, resolve on new issues of ordinary shares, with or without deviation from the shareholders' preferential rights. By virtue of the authorization, the Board may decide on a new issue of a maximum number of ordinary shares that at the time the authorization is exercised for the first time corresponds to a maximum of twenty-five (25) percent of the total number of outstanding ordinary shares in the company. Payment may, in addition to cash payment, be made in kind or by set-off, or otherwise on specific terms.

The purpose of the authorization, and the reasons for any deviation from the shareholders' preferential rights are that issues should be able to take place to increase the company's financial flexibility and the Board's room for maneuver and enable the company to fully, or partially, finance any company acquisitions or acquisitions of businesses by issuing financial instruments as payment in connection with agreements on acquisitions, or alternatively to raise capital for such acquisitions. New issues of ordinary shares, with deviation from the shareholders' preferential rights, shall take place at a subscription price in line with market conditions, reduced by any discount in line with market conditions where applicable.

Other information

The Nomination Committee

The Nomination Committee consists of Alex Maloney, appointed by ADW Capital Management, Ebba Ljungerud, appointed by Rite Ventures and Sam Bonnier, appointed by Bisslinge Förvaltning. Alex Maloney is the Chair of the Nomination Committee.

Special majority requirements

Resolutions in accordance with the Board's proposals in items 13 and 14 above require that the resolutions are supported by at least two thirds (2/3) of both the votes cast and the shares represented at the 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 amounts to 10,751,313, of which 10,540,867 are ordinary shares, corresponding to 10,540,867 votes, and 210,446 are class C shares, corresponding to 21,044.6 votes. The total number of votes is 10,561,911.6. CDON holds no treasury shares.

Shareholders' right to receive information

In accordance with Chapter 7, Section 32 of the Swedish Companies Act, the Board and the Chief Executive Officer shall, if any shareholder so requests and the Board believes that it can be done without material harm to the company, provide information at the Meeting about circumstances that may affect the evaluation of an item on the agenda, circumstances that may affect the assessment of the company's or subsidiaries' financial situation and the company's relationship with another company within the group.

Available documents

The company's annual report and accompanying auditor's report for the financial year 2023 will be available at the company no later than three weeks prior to the Annual General Meeting. The complete proposals are set out under each item in this notice. The notice and the postal voting

form are available from the company. The documents will also be available on the company's website investors.cdon.com/en/investor-relations/corporate-governance/agm-2024/.

Copies of the mentioned documents will also be sent to those shareholders who request so and who provide their postal address.

Authorization

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

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, April 2024
The Board of Directors

For further information, please contact:

Fredrik Norberg

CEO

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CFO

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Certified Adviser

FNCA Sweden AB is the company's Certified Adviser.

About CDON and Fyndiq

CDON AB (publ) ("CDON") was founded in 1999 and is now the biggest 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.

Fyndiq AB ("Fyndiq") is since April 2023 a wholly owned subsidiary of CDON. Fyndiq was launched in 2010 and is operating a marketplace which offers a wide range of bargain products from Swedish and international merchants. Fyndiq has built an effective technical platform that allows merchants to easily get access to a large customer group while Fyndiq takes care of marketing, customer support and payments. Fyndiq's main market is Sweden, and it also operates sites in Finland, Norway and Denmark. Fyndiq is headquartered in Stockholm.