



Press Release

Stockholm, Sweden

02 October 2025 15:00:00 CEST

Notice of Extraordinary General Meeting in CDON AB

The shareholders of CDON AB (publ), reg. no. 556406-1702 (the "Company" or "CDON"), are hereby convened to the Extraordinary General Meeting on Tuesday 28 October 2025, at 15:00 (CEST) in the Company's facilities at Ynglingagatan 16, SE-113 47 Stockholm, Sweden. Registration to the Extraordinary General Meeting starts at 14:30 (CEST).

Right to participate in the Extraordinary General Meeting

Participation in the Extraordinary General Meeting at the venue

A shareholder who wishes to participate in the Extraordinary General Meeting at the venue in person or represented by a proxy must be registered in the share register kept by Euroclear Sweden AB on the record date on Monday 20 October 2025. Shareholders whose shares are registered in the name of a nominee must, well in advance of this date, re-register the shares in their own name. Such registration may be temporary and must have been effected on Wednesday 22 October 2025, in order for the shareholder to exercise the right to participate in the general meeting.

Shareholders who wish to participate in the Extraordinary General Meeting shall further give notice no later than Wednesday 22 October 2025, to the address: CDON AB (publ), EGM 2025, c/o Advokatfirman Vinge KB, Box 1703, SE-111 87 Stockholm, Sweden, or via e-mail to CDONEGM@vinge.se. When providing such notice, the shareholder shall state name, address, telephone number, personal or corporate registration number as well as shareholding and the number of any accompanying assistant(s) (maximum two assistants) as well as information about any proxy.

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued. A proxy form is available on the Company's website, investors.cdon.com/en/corporate-governance/extraordinary-general-meeting-october-2025. If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. To facilitate the registration at the general meeting, the proxy and the certificate of registration or equivalent certificate of authority should be sent to the Company as set out above so that it is received no later than Monday 27 October 2025.

CDON AB (publ)

Ynglingagatan 16, 113 47 Stockholm | Stockholm Swedish Corporate Reg. No. 556406-1702

LEI-code: 5493006F7ZGT71653W96 | Corporate Domicile (styrelsens säte): Stockholm

Website: www.cdon.com | IR-website: <https://investors.cdon.com>



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Participation by postal voting

A shareholder who wishes to participate in the Extraordinary General Meeting by postal voting must (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on Monday 20 October 2025, and (ii) give notice no later than Wednesday 22 October 2025, by casting its postal vote in accordance with the instructions below so that the postal vote is received by the Company no later than on that day.

A shareholder who wishes to participate in the Extraordinary General Meeting at the venue in person or represented by a proxy must give notice thereof in accordance with what is set out under Participation in the Extraordinary General Meeting at the venue above. This means that a notification by postal vote is not sufficient for a person who wishes to participate at the venue.

A special form shall be used when voting in advance. The postal voting form is available on the Company's website investors.cdon.com/en/corporate-governance/extraordinary-general-meeting-october-2025. The completed form shall be received by the Company, on address: CDON AB (publ), EGM 2025, c/o Advokatfirman Vinge KB, Box 1703, SE-111 87 Stockholm, Sweden, or via e-mail to CDONEGM@vinge.se, no later than Wednesday 22 October 2025. Postal votes received later will not be taken into account.

If the shareholder is a legal entity or if the shareholder exercises its voting rights through a proxy, a registration certificate or equivalent document for the legal entity and, where applicable, a power of attorney must be submitted together with the postal voting form. Shareholders who are represented by a proxy must issue a dated and signed power of attorney for the proxy. The period of validity of the power of attorney may be specified for a maximum of five years from the date of issue. If the proxy has been issued by a legal person, a copy of a registration certificate or equivalent authorization document for the legal person shall be enclosed. The Company provides a form of proxy on request and it is also available on the Company's website, investors.cdon.com/en/corporate-governance/extraordinary-general-meeting-october-2025. Shareholders may not provide the postal vote with any special instructions or conditions. If so, the postal vote is invalid and will not be taken into account. Further instructions and conditions are set forth in the postal voting form and on the Company's website, investors.cdon.com/en/corporate-governance/extraordinary-general-meeting-october-2025.

If a shareholder has voted in advance and then attends the Extraordinary General Meeting in person or through a proxy, the postal vote is still valid except to the extent the shareholder participates in a voting procedure at the Extraordinary General Meeting or otherwise withdraws its casted postal vote. If the shareholder chooses to participate in a voting at the Extraordinary General Meeting, the vote cast will replace the postal vote with regard to the relevant item on the agenda.

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Nominee-registered shares

Shareholders whose shares are registered in the name of a bank or other nominee must, in order to exercise their voting rights at the general meeting, request to be entered in the share register in their own name (so-called voting rights registration) so that the shareholder is entered in the share register maintained by Euroclear Sweden AB on Monday 20 October 2025. Voting rights registration requested by shareholders in such time that the registration has been made by the relevant nominee no later than Wednesday 22 October 2025, will be taken into account in the preparation of the share register. This means that shareholders should communicate their request to the nominee well in advance of this date.

Proposed agenda

1. Opening of the Extraordinary General Meeting.
2. Election of a chairman 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 approve the minutes.
6. Determination as to whether the Extraordinary General Meeting has been duly convened.
7. The Board of Directors' proposal on a directed issue of ordinary shares.
8. Closing of the Extraordinary General Meeting.

Proposed resolutions

Item 2 – Proposal regarding election of a chairman of the Extraordinary General Meeting

The Board of Directors proposes that Linnéa Dolk, member of the Swedish Bar Association, from Advokatfirman Vinge, or, if she has an impediment to attend, the person proposed by the Board of Directors, is elected chairman of the Extraordinary General Meeting.

Item 7 – The Board of Directors' proposal on a directed issue of ordinary shares

On 18 September 2025, CDON announced the completion of a directed share issue of approximately SEK 45 million, and that part of the directed share issue subscribed for by Bradley Hathaway, Christoffer Norman and Alexander Bricca were subject to approval by an Extraordinary General Meeting. In light of this, the Board of Directors proposes that the Extraordinary General Meeting resolves on a directed share issue in accordance with the below.

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The Board of Directors proposes that the Extraordinary General Meeting resolves on a directed issue of not more than 116,800 ordinary shares, entailing an increase in the share capital of not more than SEK 117,020.919760. The resolution shall otherwise be governed by the following terms and conditions:

1. The right to subscribe for the new ordinary shares shall, with deviation from the shareholder's pre-emption rights, be granted to Bradley Hathaway (either directly or indirectly through Far View Capital Management) (up to 109,900 shares), Christoffer Norman (up to 5,400 shares) and Alexander Bricca (up to 1,500 shares).
2. The reasons for the deviation from the shareholders' pre-emption rights are that the Company shall, in a timely manner, be able to secure the capital need for the Company's operations, as well as to broaden the ownership structure of the Company with institutional and private investors.
3. The subscription price shall be SEK 62.60. The basis for the subscription price has been determined through a an accelerated bookbuilding procedure carried out by the Company's financial advisor ABG Sundal Collier.
4. Subscription for the newly issued ordinary shares shall be made no later than on 4 November 2025. Subscription shall be made on a separate subscription list. The Board of Directors shall have the right to extend the subscription period.
5. Payment for the subscribed ordinary shares shall be made in cash no later than on 4 November 2025. The Board of Directors shall have the right to extend the payment period. The part of the subscription price which exceeds the shares' quota value shall be allocated to the free share premium reserve.
6. The new shares shall entitle to dividends from and including the first record day for dividends following the registration of the new issue with the Swedish Companies Registration Office and Euroclear Sweden AB.

Christoffer Norman and Felix Erhardt (or anyone appointed by them), shall have the right to make any adjustments or amendments of the above resolutions which may be required in connection with the registration of such resolutions and to take any measures deemed necessary for the execution of the resolutions. Including making the minor adjustments that may be required in connection with registration by the Swedish Companies Registration Office and Euroclear Sweden AB, or for other formal reasons.

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Special majority requirements

A resolution in accordance with the Board of Directors' proposal in item 7 above requires, in accordance with chapter 16 of the Swedish Companies Act (2005:551), the approval of at least nine-tenths (9/10) of the shares represented and votes cast at the Extraordinary General Meeting.

Shareholders' right to obtain information

The Board of Directors and the CEO shall, if requested by a shareholder and if the board deems that it can be done without material harm to the Company, provide information regarding circumstances that may influence the assessment of an item on the agenda.

Number of shares and votes

As of the date of this notice, there are 11,353,363 shares outstanding and registered in CDON, corresponding to 11,163,961.60 votes, of which 11,142,917 are ordinary shares entitled to one vote per share and 210,446 are class C shares entitled to one-tenth vote per share. The Company holds no treasury shares.

Documentation etc.

Relevant documentation will be held available at the Company's office at Ynglingagatan 16, SE-113 47 Stockholm, Sweden, and at the Company's website, www.investors.cdon.com, no later than three weeks before the Extraordinary General Meeting. Copies of the documents will be sent to shareholders who so request and who inform the Company of their postal address.

Processing of personal data

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's website <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammorengelska.pdf>.

If you have questions regarding our processing of your personal data, you can contact us by emailing DPO@cdon.com. The Board of Directors' registered office is in Stockholm municipality.

This notice is a translation of a Swedish notice and in case of any deviations between the language versions, the Swedish version shall prevail.

Stockholm, October 2025

CDON AB (publ)

The Board of Directors



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For further information, please contact:

Fredrik Norberg

CEO

E-mail: fredrik.norberg@cdon.com

Carl Andersson

CFO

E-mail: carl.andersson@cdon.com

Certified Adviser

FNCA Sweden AB is the company's Certified Adviser

About CDON Group

CDON AB (publ) is a leading marketplace group in the Nordics, owning and operating the online marketplaces CDON and Fyndiq. CDON Group is listed on Nasdaq First North Growth Market and is headquartered in Stockholm. In 2023, CDON AB acquired Fyndiq, bringing the two platforms together under the CDON Group. Fyndiq and CDON combine technology competencies, marketplace infrastructure, and customer reach - creating a comprehensive and complementing offering for merchants and consumers alike. The Group's vision is to unleash the power of the marketplace by providing the best shopping experience in the Nordics.

Attachments

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