



NOTICE TO ATTEND THE ANNUAL GENERAL MEETING

The shareholders of CDON Group AB (publ) are hereby invited to the Annual General Meeting of shareholders on Tuesday 14 May 2013 at 2.00 p.m. CET at the Hotel Rival, Mariatorget 3 in Stockholm.

NOTIFICATION ETC.

Shareholders who wish to attend the Annual General Meeting shall

- be entered in the share register maintained by Euroclear Sweden on Tuesday 7 May 2013,
- give notice of their attendance not later than on Tuesday 7 May 2013 at 1.00 p.m. CET. The notification may be submitted on the Company's website at www.cdongroup.com, by telephone to +46 (0) 771 246 400 or in writing to the address CDON Group AB, c/o Computershare AB, P.O. Box 610, SE-182 16 Danderyd, Sweden.

The notification should state the name, personal identification number or company registration number, address, telephone number, shareholdings and advisors, if applicable. Shareholders whose shares are registered in the names of nominees must temporarily re-register the shares in their own name in order to be entitled to attend the Annual General Meeting. Shareholders who wish to make such re-registration must inform their nominees well before Tuesday 7 May 2013. Shareholders represented by proxy or a representative should submit a power of attorney, registration certificate or other documents of authority to CDON Group at the address above well before the Annual General Meeting, and preferably not later than Tuesday 7 May 2013. A template proxy form is available on the Company's website www.cdongroup.com. Shareholders cannot vote or, in other way, participate on distance.

PROPOSED AGENDA

1. Opening of the Annual General Meeting.
2. Election of Chairman 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 check and verify the minutes.
6. Determination of whether the Annual General Meeting has been duly convened.
7. Remarks by the Chairman of the Board.
8. Presentation by the Chief Executive Officer.
9. Presentation of the Annual Report, the Auditors' Report and the consolidated financial statements and the auditors' report on the consolidated financial statements.
10. Resolution on the adoption of the income statement and the balance sheet and of the consolidated income statement and the consolidated balance sheet.
11. Resolution on the proposed treatment of the Company's result as stated in the adopted balance sheet.
12. Resolution on the discharge of liability of the directors of the Board and the Chief Executive Officer.
13. Determination of the number of directors of the Board.

14. Determination of the remuneration to the directors of the Board and the auditor.
15. Election of the directors of the Board and the Chairman of the Board.
16. Approval of the procedure of the Nomination Committee.
17. Resolution regarding guidelines for remuneration to senior executives.
18. Resolution regarding incentive programme comprising the following resolutions:
 - (a) to adopt a long-term incentive programme,
 - (b) to authorise the Board to resolve on a new issue of class C shares,
 - (c) to authorise the Board to resolve to repurchase class C shares, and
 - (d) to transfer ordinary shares for delivery under incentive programme.
19. Closing of the Annual General Meeting.

RESOLUTIONS PROPOSED BY THE NOMINATION COMMITTEE

Election of Chairman of the Annual General Meeting (item 2)

The Nomination Committee proposes that the lawyer Wilhelm Lünig is elected to be the Chairman of the Annual General Meeting.

Determination of the number of directors of the Board and election of the directors of the Board and the Chairman of the Board (items 13 and 15)

The Nomination Committee proposes that the Board of Directors shall consist of seven directors and no deputy directors.

The Nomination Committee proposes that the Annual General Meeting shall re-elect Mia Brunell Livfors, Mengmeng Du, Lars-Johan Jarnheimer, and Lars Nilsson as directors of the Board and to elect David Kelly, Jonas Kjellberg and Patrick Andersen as new directors of the Board for the period until the close of the next Annual General Meeting. Henrik Persson and Florian Seubert have informed the Nomination Committee that they decline re-election at the Annual General Meeting.

The Nomination Committee proposes that the Annual General Meeting shall re-elect Lars-Johan Jarnheimer as Chairman of the Board.

The Nomination Committee's motivated opinion explaining its proposals regarding the Board of Directors and information about the proposed directors of the Board are available on Company's website at www.cdongroup.com.

Determination of the remuneration to the directors of the Board and the auditor (item 14)

The Nomination Committee proposes that the remuneration for each of the directors of the Board for the period until the close of the next Annual General Meeting shall increase by three (3) percent. The Nomination Committee proposes that the total Board remuneration shall amount to SEK 3,071,000 of which SEK 670,000 is to be allocated to the Chairman of the Board, SEK 325,000 to each of the other directors of the Board and a total of SEK 451,000 for the work in the committees of the Board of Directors. The Nomination Committee proposes that for work within the Audit Committee SEK 150,000 shall be allocated to the Chairman and SEK 75,000 to each of the other two members. For work within the Remuneration Committee SEK 75,000 shall be allocated to the Chairman and SEK 38,000 to each of the other two members.

The Nomination Committee proposes that remuneration to the auditor shall be paid in accordance with approved invoices.

Approval of the procedure of the Nomination Committee (item 16)

The Nomination Committee proposes that the work of preparing proposals to the 2014 Annual General Meeting regarding the Board and auditor, in the case that an auditor should be elected, and their remuneration, Chairman of the Annual General Meeting and the procedure for the Nomination Committee shall be performed by a Nomination Committee.

The Nomination Committee will be formed during October 2013 in consultation with the largest shareholders of the Company as per 30 September 2013. The Nomination Committee will consist of at least three members appointed by the largest shareholders of the Company, that have wished to appoint a member. A representative of the largest shareholder as per 30 September 2013 will convene the Nomination Committee. The members of the Committee will appoint the Committee Chairman at their first meeting.

The Nomination Committee is appointed for a term of office commencing at the time of the announcement of the interim report for the period January – September 2013 and ending when a new Nomination Committee is formed. If a member resigns during the Committee term, the Nomination Committee can choose to appoint a new member. The shareholder that appointed the resigning member shall be asked to appoint a new member, provided that the shareholder still is one of the largest shareholders in the Company. If that shareholder declines participation on the Nomination Committee, the Committee can choose to ask the next largest qualified shareholder to participate. If a large qualified shareholder reduces its ownership, the Committee can choose to appoint the next largest shareholder to join. In all cases, the Nomination Committee reserves the right to reduce its membership as long as the number of members remains at least three.

The Nomination Committee shall have the right to upon request receive personnel resources such as secretarial services from the Company, and to charge the Company with costs for recruitment consultants and related travel if deemed necessary.

Information with respect to the election of auditor

The registered accounting firm KPMG AB was elected auditor at the 2012 Annual General Meeting for a period of four years. Accordingly, the task of appointing an auditor is scheduled to occur at the 2016 Annual General Meeting. KPMG AB has appointed the authorised public accountant Åsa Wirén Linder as auditor-in-charge.

RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS

Treatment of the Company's result (item 11)

The Board of Directors proposes that the retained earnings and the share premium reserve and the result for the year, a total of SEK 266,881,697.32 is to be carried forward, whereof SEK 141,033,274.00 to the share premium reserve.

Guidelines for remuneration to senior executives (item 17)

The Board of Directors proposes that the Annual General Meeting 2013 resolves to adopt the following guidelines for determining remuneration for senior executives (below the "**Executives**"), as well as directors of the Board to the extent they are remunerated outside their directorship.

Remuneration guidelines

The objective of the guidelines is to ensure that CDON Group can attract, motivate and retain the Executives, within the context of CDON Group's peer group, which consists of Nordic online and off-line retailing companies. The remuneration shall be based on conditions that are market competitive and at the same time aligned with shareholders' interests. Remuneration to the Executives shall consist of a fixed and variable salary paid in cash, as well as the possibility of participation in long-term equity based incentive programmes, customary benefits and pension schemes. These components shall create a well balanced remuneration reflecting individual performance and responsibility, both short-term and long-term, as well as CDON Group's overall performance.

Fixed salary

The Executives' fixed salary shall be competitive and based on the individual Executive's responsibilities and performance.

Variable remuneration

The Executives may receive variable salary and remuneration in addition to fixed salaries. The variable salary will generally not exceed a maximum of 75 per cent of the fixed annual salary. Variable salary and remuneration shall be based on the performance of the Executives in relation to established goals and targets.

Other benefits

CDON Group provides other benefits to the Executives in accordance with local practice. Other benefits can include, for example, a company car and company health care. Occasionally, housing allowance could be granted for a defined period.

Pension

The Executives shall be entitled to pension commitments based on those that are customary in the country in which they are employed. Pension commitments will be secured through premiums paid to insurance companies. Under normal circumstances the retirement age is 65 years.

Notice of termination and severance pay

The maximum notice period in any Executive's contract is generally twelve months, however, there is exceptions allowing an 18 months notice period, during which time salary payment will continue.

Compensation to Board Members

Board Members, elected at General Meetings, may in certain cases receive a fee for services performed within their respective areas of expertise, outside of their Board duties. Compensation for these services shall be paid at market terms and be approved by the Board of Directors.

Deviations from the guidelines

In special circumstances, the Board of Directors may deviate from the above guidelines, for example additional variable remuneration in the case of exceptional performance. In such a case the Board of Directors shall explain the reason for the deviation at the following Annual General Meeting.

Evaluation of the guidelines and auditor's statement with respect to the compliance with the guidelines

In accordance with the Swedish Corporate Governance Code the Remuneration Committee within the Board of Directors monitors and evaluates the application of the guidelines for remuneration to the Executives established by the Annual General Meeting. Also, the Company's auditor has, pursuant to Ch 8 Sec 54 of the Companies Act (2005:551), provided a statement with respect to whether there has been compliance with the guidelines for remuneration to the Executives which have applied since the previous Annual General Meeting. The evaluation and auditor's review have resulted in the conclusion that during 2012 the guidelines adopted by the Annual General Meetings 2011 and 2012 have been followed by CDON Group.

The Auditor's statement and the Board of Directors' report of the result of the Remuneration Committee's evaluation are available on the Company's website at www.cdongroup.com, at the Company's premises at Bergsgatan 20 in Malmö and will be sent to those shareholders who so request and state their postal address or email address.

Incentive programme (item 18)

The Board of Directors proposes that the Annual General Meeting resolves to adopt a long-term, share- related and performance based incentive programme for senior executives (not referring to directors of the Board) and other key employees in the CDON Group in accordance with items 18(a)-18(d) below. All resolutions are conditional upon each other and it is therefore proposed that all of these proposals shall be adopted as one resolution.

Adoption of a long-term incentive programme (item 18(a))

The Board of Directors proposes that the Annual General Meeting resolves to adopt a long-term share and performance based incentive programme (the "**Plan**"), with the same structure as 2012. The Plan is proposed to in total include approximately 40 senior executives and other key employees in the CDON Group.

Personal investment

In order to participate in the Plan, the employees must own shares in CDON Group. These shares can either be shares already held, and are not allocated to previous incentive programmes, or shares purchased on the market in connection with the notification to participate in the Plan. The maximum number of shares which the participant may invest in under the Plan will correspond to a value of 5 – 10 per cent of the participant's annual base salary. If the participant has insider information which prevents him/her from purchasing CDON Group shares in connection with the notification to participate in the Plan the shares shall be purchased as soon as possible, but prior to the next Annual General Meeting.

For each share invested under the Plan the participants will be allotted retention rights free of charge, and in certain cases, performance rights and employee stock options by CDON Group.

General terms

Subject to fulfilment of certain retention and performance based conditions during the period 1 April 2013 – 31 March 2016 (the "**Measurement Period**"), the participant maintaining the shares allocated to the Plan during the vesting period ending at the release of the interim report for the period January – March 2016 and maintaining, with certain exceptions, employment in CDON Group or an associated company at the release of CDON Group's interim report for the period January – March 2016, each retention right and performance right will entitle the participant to receive one ordinary share free of charge and each employee stock option will entitle the participant to purchase one ordinary share at a price corresponding to 120 per cent of the market value of the share at the time of the allocation of the employee stock option.

Dividends paid on the CDON Group share will increase the number of shares that each retention right and performance right entitles to in order to treat the shareholders and the participants equally (there will be no compensation for dividends paid on the CDON Group shares under the term of the employee stock options.)

Performance conditions

The retention rights, the performance rights and the employee stock options are divided into Series A (retention rights) and Series B and C (performance rights and employee stock options). The number of shares that the participant will be allotted under the rights and will acquire under the employee stock options depends partly on which category the participant belongs to and partly on the fulfilment of the following defined retention and performance based conditions:

- Series A* CDON Group's total shareholder return on the share (TSR) during the Measurement Period exceeding 0 per cent as entry level.
- Series B* CDON Group's gross profit during the Measurement Period corresponding to levels determined in advance by the Board of Directors as entry and stretch. The Board of Directors intends to present the entry-level and the stretch-level in the Annual Report for 2016.
- Series C* CDON Group's total shareholder return on the shares (TSR) during the Measurement Period being equal to the average TSR for a peer group of listed companies in same sector as determined in advance by the Board of Directors as entry level, and exceeding the average TSR for the peer group with 10 percentage points as the stretch target. The companies in the peer group which have the highest respectively the lowest TSR shall be excluded from the calculation.

The determined levels of the conditions include an entry level and a stretch target with a linear interpolation applied between those levels as regards the number of rights and employee stock options that vests. The entry level constitutes the minimum level which must be reached in order to enable vesting of the rights and employee stock options in that series. If the entry level is reached, the number of rights and employee stock options (as applicable) that vest is proposed to be 100 per cent for Series A and 20 per cent for Series B and C. If a stretch target is met, all rights and employee stock options (as applicable) remain exercisable in that series. If the entry level is not reached, all rights and employee stock options (as applicable) in that series lapse. The Board of Directors intends to disclose

the outcome of the Plan in the Annual Report 2016.

Retention rights and performance rights

The retention rights and performance rights shall be governed by the following terms and conditions:

- Allotted free of charge after the Annual General Meeting 2013.
- May not be transferred or pledged.
- Shares are allotted following the release of CDON Group's interim report for the period January – March 2016.
- Dividends paid on the CDON Group share will increase the number of shares that each retention right and performance right entitles to in order to treat the shareholders and the participants equally.
- Allotment of shares provides that the holder has maintained the personal investment and is still, with certain exceptions, employed by the CDON Group during the vesting period ending at the release of the interim report for the period January – March 2016.

Employee Stock Options

The employee stock options shall be governed by the following terms and conditions:

- Allotted free of charge after the Annual General Meeting 2013.
- Each employee stock option entitles the participant to acquire one ordinary share in the Company. The exercise price shall be 120 per cent of the market value of the share on the date of the allocation of the employee stock option.
- May not be transferred or pledged.
- May be exercised during April / May and August 2016.
- No entitlement to compensation for dividend on the CDON Group share under the term of the employee stock option.
- Right to exercise provides that the holder has maintained the personal investment and is still, with certain exceptions, employed by the CDON Group during the vesting period ending at the release of the interim report for the period January – March 2016.

Preparation and administration

The Board of Directors, or the Remuneration Committee, shall be responsible for preparing the detailed terms and conditions of the Plan, in accordance with the mentioned terms and guidelines. To this end, the Board of Directors shall be entitled to make adjustments to the Plan to meet foreign regulations or market conditions. The Board shall also be entitled to make other adjustments, including e.g. a right to resolve on a reduced allotment of shares / right to exercise employee stock options, if material changes would occur within the CDON Group, or on the market that according to the Board's assessment would lead to that the resolved terms and conditions for allotment of shares and / or right to exercise employee stock options under Plan no longer fulfil the main objectives.

New members of the senior management team and / or other key employees that have not yet commenced their employment at the time when notification to participate in the programme at the latest shall be given, may, upon the condition that the employment commences during 2013, be offered to participate in the programme, if the Board of Directors deems it to be in line with the purpose of the Plan.

Allocation

In total, the Plan is estimated to comprise up to 61,700 shares allocated by the employees entitling to allotment of up to 767,700 rights and employee stock options, whereof 61,700 retention rights, 361,600 performance rights and 344,400 employee stock options. The Plan will comprise the following number of invested shares and the maximum number of rights and employee stock options in accordance with the above mentioned principles and assumptions:

- the Chief Executive Officer of CDON Group can allocate up to 8,700 shares within the Plan.

Each allocated share entitling to allotment of 1 Series A right, 4 rights each of Series B and C, and 6 employee stock options each of Series B and C;

- approximately five members of CDON Group's management team can each allocate up to 3,200 shares within the Plan. Each allocated share entitling to allotment of 1 Series A right, 4 rights each of Series B and C and 6 employee stock options each of Series B and C;
- category 1 (comprising approximately five key employees in CDON Group) can each allocate up to 1,600 shares within the Plan. Each allocated share entitling to allotment of 1 Series A right, 3 rights each of Series B and C, and 3 employee stock options each of Series B and C; and
- category 2 (comprising approximately 30 key employees in CDON Group) can each allocate up to 1,000 shares within the Plan. Each allocated share entitling to allotment of 1 Series A right and 2 rights each of Series B and C.

Scope and costs of the Plan

The Plan will be accounted for in accordance with IFRS 2 which stipulates that the rights and employee stock options shall be recorded as a personnel expense in the income statement during vesting period. Based on the assumptions that the share price is SEK 37.00 (closing share price of the CDON Group's ordinary share on 28 March 2013) at the time of allocation, a maximum participation, an annual employee turnover of 10 per cent, an average fulfilment of the performance conditions of approximately 50 per cent, the total cost, exclusive of social security costs, for the Plan is estimated to approximately SEK 6.6 million. The cost will be allocated over the years 2013 – 2016.

Social security costs will also be recorded as a personnel expense in the income statement by current reservations. The social security costs are estimated to be around SEK 2.6 million with the assumptions above, and an average social security tax rate of 31.42 per cent and an annual share price increase of 10 per cent on the CDON Group share during the vesting period.

Recalculation of final allotments of shares to the participants shall take place in the event of an intervening bonus issue, reversed split, split, rights issue and / or other similar events.

The participant's maximum profit for each right and each employee stock option in the Plan is SEK 174 (approximately five times the share price at the design of the Plan). If the value of CDON Group's share at vesting or the profit at exercise of the employee stock option exceeds SEK 174, the number of shares each right entitles the participant to receive and the number of shares allocated to the participant at exercise of the employee stock options will be reduced accordingly. The maximum dilution is 1.3 per cent in terms of shares and votes and 0.3 per cent in terms of the estimated Plan cost as defined in IFRS 2 divided by CDON Group's market capitalisation.

Assuming that a maximum gain of SEK 174 per right and employee stock option is achieved, all the participators' allocated shares remain and a 100 per cent fulfilment of the performance conditions, the maximum cost for the Plan is approximately SEK 12.1 million in accordance with IFRS 2 and the maximum cost for social charges approximately SEK 42.0 million.

Effect on certain key ratios

The impact on basic result per share if the Plan had been introduced in 2012 with the assumptions above would result in a dilution of 1.8 per cent or from SEK -2.25 to SEK -2.29 on a pro forma basis.

The annual cost of the Plan including social charges is estimated to be approximately SEK 3.2 million based on the above assumptions. This cost can be related to the Company's total personnel costs, including social charges, of SEK 283.9 million in 2012.

Hedging

The Plan entails a certain financial exposure for the CDON Group, due to market price changes for CDON Group's share. The Board intends to hedge the financial exposure either, provided that the Annual General Meeting resolves in accordance with item 18(b) on the agenda, by way of a combination of (i) reallocation from the hedges of LTIP 2011 and LTIP 2012 to LTIP 2013 and a new issue of redeemable and convertible C shares or, (ii) by way of entering into an equity swap agreement

with a third party. The Board regards the first alternative to be the most cost efficient and flexible arrangement for the conveyance of CDON Group shares and for covering certain costs, mainly social security costs. However, independent of hedging method, the costs of the Plan will be charged to the income statement during the Vesting Period.

Delivery of shares under the Plan

To ensure the delivery of ordinary shares to the participators under the Plan, the Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to resolve on a directed new issue of not more than 700,000 Class C shares to Nordea Bank AB (publ) in accordance with item 18(b), and further to authorise the Board of Directors to subsequently resolve to repurchase the Class C shares from Nordea Bank AB (publ) in accordance with item 18(c). After reclassification into ordinary shares such shares may be transferred to the participants under the Plan. The Board of Directors further proposes that the Annual General Meeting resolves that maximum 151,025 Class C shares held by the company after reclassification into ordinary shares may be transferred to the participants under the Plan.

The rationale for the proposal

The objective of the proposed Plan is to create conditions to recruit and retain high performing employees in the Group. The Plan has been designed based on the view that it is desirable that senior executives and other key employees within the CDON Group are shareholders. Participation in the Plan requires a personal investment of shares in CDON Group by each participant. By linking the employee's reward with the development of CDON Group's profits and increase in value, employee loyalty is rewarded and long-term value growth of CDON Group is facilitated. Against this background, the Board of Directors is of the opinion that the adoption of the Plan as set out above will have a positive effect on the CDON Group's future development and thus be beneficial for both CDON Group and its shareholders.

Preparation of the proposal

CDON Group's Remuneration Committee has prepared this Plan in consultation with external advisors and major shareholders. The Plan has been reviewed at meetings of the Board of Directors during the first months of 2013.

The above proposal is supported by the major shareholders of CDON Group.

Information regarding other incentive programmes in CDON Group

For senior executives and key employees employed in CDON Group there are currently two long-term incentive plans (the "**Plans**"). The Plans cover the periods, 1 April 2011 – 31 March 2014 and 1 April 2012 – 31 March 2015. The allotment of shares within the Plans is executed in relation to the publication of the interim reports for January – March 2014 and January – March 2015 respectively. Vests of employee stock options allocated to certain participators under the plan comprising the period 1 April 2012 – 31 March 2015 shall take place in June and August 2015. For further information regarding the Plans such as terms and conditions, participation ratio, number of issued and outstanding rights and employee stock options etc. please refer to the Annual Report 2012 for CDON Group, and CDON Group's website at www.cdongroup.com.

Authorisation for the Board of Directors to resolve on a new issue of class C shares (item 18(b))

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors, during the period until the next Annual General Meeting, to increase the Company's share capital by not more than SEK 1,400,000 by a new issue of not more than 700,000 Class C shares, each with a ratio value of SEK 2. With disapplication of the shareholders' preferential rights, Nordea Bank AB (publ) shall be entitled to subscribe for the new Class C shares at a subscription price corresponding to the ratio value of the shares. The purpose of the authorisation and the reason for the disapplication of the shareholders' preferential rights in connection with the new issue of shares is to ensure delivery of shares to participants under the Plan.

Authorisation for the Board of Directors to resolve to repurchase Class C shares (item 18(c))

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors, during the period until the next Annual General Meeting, to repurchase its own Class C shares. The repurchase may only be effected through a public offer directed to all holders of Class C shares and shall comprise all outstanding Class C shares. The purchase may be effected at a purchase price corresponding to not less than SEK 2 and not more than SEK 2.10. Payment for the acquired Class C shares shall be made in cash. The purpose of the repurchase is to ensure the delivery of ordinary shares under the Plan.

The Board of Directors reasoned statement, pursuant to Ch 19 Sec 22 of the Companies Act (2005:551), with respect to the proposed repurchase of own Class C shares to ensure delivery of ordinary shares under the Plan will be available on the Company's website at www.cdongroup.com, at the Company's premises at Bergsgatan 20 in Malmö not later than on 23 April 2013, and will be sent to shareholders who so request and state their postal or email address.

Transfer of own ordinary shares for delivery under incentive programme (item 18(d))

The Board of Directors proposes that the Annual General Meeting resolves that Class C shares hold by CDON Group following reclassification into ordinary shares, may be transferred to participants in accordance with the terms of the Plan.

The number of the shares that may be transferred to the participants under the Plan shall be subject to recalculation in the event of an intervening bonus issue, reversed split, split, rights issue and / or other similar events.

MISCELLANEOUS**Shares and votes**

There are a total number of 66,817,124 shares in the Company, whereof 66,342,124 ordinary shares and 475,000 Class C shares, corresponding to a total of 66,817,124 votes. The Company currently holds 475,000 of its own Class C shares corresponding to 475,000 votes which cannot be represented at the Annual General Meeting.

Special majority requirements with respect to the proposed resolutions in item 18

Resolution under items 18 (b) and 18(c) is valid only if supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the Annual General Meeting. Resolution under items 18 (d) is valid only if supported by shareholders holding not less than nine-tenth of both the votes cast and the shares represented at the Annual General Meeting.

Items 18(a)-18(d) are conditional upon each other and it is therefore proposed that all of these proposals shall be adopted as one resolution with specially qualified majority. Therefore, the resolution is valid only if supported by shareholders holding not less than nine-tenth of both the votes cast and the shares represented at the Annual General Meeting.

Authorisation

The Board of Directors, or the person that the Board will appoint, is authorised to make the minor adjustments in the Annual General Meeting's resolution pursuant to item 18(b) as may be required in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden.

Documentation

The Auditor's statement pursuant to Ch 8 Sec 54 of the Companies Act (2005:551), the Board of Directors' report of the results of the evaluation according to the Swedish Code of Corporate Governance, the Nomination Committee's motivated statement explaining its proposals regarding the Board of Directors and information on the proposed directors of the Board of Directors will be made available today at the Company's website www.cdongroup.com and at the Company's premises at Bergsgatan 20 in Malmö and will be sent to shareholders who so request and state their postal or email address.

The annual report and the reasoned statement of the Board of Directors, pursuant to Ch 19 Sec 22 of the Companies Act (2005:551) will be made available at the Company's website www.cdongroup.com, at the Company's premises at Bergsgatan 20 in Malmö no later than on Tuesday 23 April 2013 and will be sent to shareholders who so request and state their postal or email address.

The documentation can be ordered by telephone at +46 (0) 771-246 400 or in writing at the address CDON Group AB, c/o Computershare AB, P.O. Box 610, SE-182 16 Danderyd, Sweden.

Shareholders' right to request information

The Board of Directors and the Chief Executive Officer shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the Company, provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that can affect the assessment of the Company's or its subsidiaries' financial situation and the Company's relation to other companies within the group and the consolidated accounts.

Malmö, April 2013

CDON GROUP AB (PUBL)
THE BOARD OF DIRECTORS

Other information

Schedule for the Annual General Meeting

The doors open for shareholders at 1.00 p.m. CET.

The Annual General Meeting commences at 2.00 p.m. CET.

Interpretation

The Annual General Meeting will mainly be held in Swedish. As a service to the shareholders, simultaneous interpretation from Swedish to English as well as from English to Swedish will be provided.

About CDON Group

CDON Group is the leading e-commerce group in the Nordic region. Established in 1999, the Group has continuously expanded its product portfolio and is now a leading e-commerce player in the Entertainment (CDON.COM and Lekmer.com), Fashion (Nelly.com, Heppo.com and Members.com), Sports & Health (Gymgrossisten.com and Bodystore.com) and Home & Garden (Tretti.com and Room21.com) segments. CDON Group's nine online stores attract approximately 244 million site visits and more than two million unique customers on a yearly basis.

CDON Group's shares are listed on the NASDAQ OMX Stockholm Mid-cap list under short name CDON.

The information is of such character, which CDON Group AB (publ) shall disclose in accordance with the Securities Market Act (2007:528) and/or the law on Trading with Financial Instruments (1991:980). The information was distributed for disclosure at 8.00 a.m. CET on 9 April 2013.