

Annual General Meeting 2013

Press release, Malmö, 14 May 2013

CDON Group AB (publ.), the leading e-commerce group in the Nordic region, today announced that the Annual General Meeting of CDON Group shareholders, held today in Stockholm, voted to support all of the resolutions that the Board of Directors and Nomination Committee proposed to the AGM.

The Meeting affirmed the income statement, the balance sheet, the consolidated income statement and the consolidated balance sheet. The meeting approved that the retained profits, the share premium reserve and the profit for the year, corresponding to a total of SEK 266,881,967.32 to be carried forward, and SEK 141,033,274.00 of the total carried forward to the share premium reserve.

The Meeting discharged the Board of Directors and the CEO from liability for the financial year 2012.

The Meeting resolved to re-elected 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. Further, the AGM re-elected Lars-Johan Jarnheimer as Chairman of the Board.

The Meeting approved the fixed remuneration for each director of the Board for the period until the end of the next Annual General Meeting. The remuneration shall amount to a total of SEK 3,071,000 of which SEK 670,000 shall be allocated to the Chairman of the Board, SEK 325,000 to each of the directors of the Board and SEK 451,000 as remuneration for the work performed in the Board of Directors different committees. 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. Furthermore, remuneration to the auditor shall be paid in accordance with approved invoices.

The Meeting resolved to approve the proposed procedure for the Nomination Committee.

The Meeting approved the proposed guidelines for remuneration for senior executives.

The Meeting resolved to adopt a performance based incentive programme ('the Plan') that will include in total approximately 40 senior executives and other key employees within CDON Group. In order to participate in the Plan, the participants are required to own shares in CDON Group. These shares can either be shares already held or shares purchased on the market in connection with the notification to participate in the Plan. Thereafter the participants will be granted, free of charge, retention rights, and in certain cases, performance rights and employee stock options according to stipulated terms. Subject to the fulfilment of the Plans terms, the retention rights and performance rights will entitle the participant to receive ordinary shares free of charge and employee stock options will entitle the participant to purchase shares at a set price after a three year vesting period.

To ensure the delivery of shares under the Plan, the Annual General Meeting resolved to authorise the Board of Directors to decide on a directed issue of 700,000 Class C shares to Nordea Bank AB (publ) and subsequently resolve to repurchase the same shares.

At a statutory meeting of the Board of Directors following the Meeting, the Audit and Remuneration Committees were appointed. Lars Nilsson was appointed Chairman of the Audit Committee while Patrick Andersen (new member) and David Kelly (new member) were appointed as Audit Committee members. Mia Brunell Livfors was appointed Chairman of the Remuneration Committee while Lars -Johan Jarnheimer and Mengmeng Du were appointed as Remuneration Committee members.

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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 and Members.com), Sports & Health (Gymgrossisten.com, Bodystore.com and Milebreaker.com) and Home & Garden (Tretti.com and Room21.com) segments. CDON Group's online stores attracted approximately 244 million site visits and more than two million unique customers during 2012.

The information in this announcement is such that CDON Group AB (publ) is required to disclose under the Securities Markets Act. This information was released for publication at 15:30 CET on 14 May 2013.