



## **NOTICE TO ATTEND THE EXTRAORDINARY GENERAL MEETING**

**The shareholders of CDON Group AB (publ) are hereby invited to the Extraordinary General Meeting of the shareholders on Tuesday 14 May 2013 at 5.00 p.m. CET at Hotel Rival, Mariatorget 3 in Stockholm, Sweden.**

### **NOTIFICATION ETC.**

Shareholders who wish to attend the Extraordinary 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](http://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 Extraordinary 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 Extraordinary General Meeting, and preferably not later than Tuesday 7 May 2013. A template proxy form is available on the Company's website at [www.cdongroup.com](http://www.cdongroup.com). Shareholders cannot vote or, in other way, participate on distance.

### **PROPOSED AGENDA**

1. Opening of the Extraordinary General Meeting.
2. Election of 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 check and verify the minutes.
6. Determination of whether the Extraordinary General Meeting has been duly convened.
7. Resolution on approval of the Board of Directors' resolution regarding a new issue of ordinary shares with preferential rights for the shareholders.
8. Closing of the Extraordinary General Meeting.

### **RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS**

#### **Approval of the Board of Directors' resolution regarding a new issue of ordinary shares with preferential rights for the shareholders (item 7)**

The Board of Directors proposes that the Extraordinary General Meeting resolves to approve the Board of Directors' resolution from 16 April 2013 to increase the Company's share capital by a new issue of shares with preferential rights for the shareholders, on the terms and conditions set out below. The purposes are to strengthen CDON Group's capital structure and facilitate the implementation of

the Company's growth strategy. A higher degree of financial flexibility is expected to be an important competitive advantage for CDON Group going forward. The new issue is estimated to raise issue proceeds of approximately MSEK 500, before issue costs.

CDON Group's largest shareholder Investment AB Kinnevik has committed to subscribe for shares in the new issue corresponding to its pro rata share and, on conditions as set out below, undertaken to subscribe for the remaining shares in the new issue, if any, by acting as guarantor.

No later than on 10 May 2013 the Board of Directors intends to announce the size of the increase of the share capital, the number of ordinary shares to be issued, the number of subscription rights each existing ordinary share shall entitle to as well as the number of subscription rights that will be required to subscribe for one new ordinary share and the subscription price to be paid for each new share.

The persons who on 17 May 2013 (the record date for the rights issue) are registered as shareholders in CDON Group are entitled to receive subscription rights. The holder of convertible bonds in CDON Group is informed that conversion shall be executed no later than on 29 April 2013 in order for a share, issued through the conversion, to be entitled to receive subscription rights in the new issue.

Subscription of ordinary shares shall also be possible without subscription rights. In the event that not all new ordinary shares are subscribed for with subscription rights the board shall resolve on allotment of ordinary shares that have not been subscribed for with subscription rights, within the maximum amount of the new issue, applying the following: Allotment of the new ordinary shares shall firstly be made to those who also have subscribed for ordinary shares through the use of subscription rights (irrespective of whether the subscriber was registered as shareholder on the record date or not), and in the event that allotment cannot be made in full to those, allotment shall be made pro rata in relation to the number of subscription rights that have been used for subscription of shares and should this not be possible, by the drawing of lots. Secondly, allotment of new ordinary shares shall be made to those who have subscribed for ordinary shares only without subscription rights, and in the event that allotment cannot be made in full to those, allotment shall be made pro rata in relation to the number of ordinary shares that each one subscribed for, and should this not be possible, by the drawing of lots. Thirdly, any remaining ordinary shares shall be allotted to Investment AB Kinnevik acting as guarantor, subject to the terms and conditions of its guarantee undertaking (if the condition for the guarantee undertaking, as set out below, has been met).

Subscription with use of subscription rights shall be made by cash payment during the subscription period from and including 21 May 2013 up to and including 5 June 2013. Subscription without use of subscription rights shall be made through subscription on a designated application form or subscription list during the period set out above, except that subscription of new shares by Investment AB Kinnevik, in its capacity as guarantor shall be made from and including 21 May 2013 up to and including 12 June 2013. Shares that are subscribed for without use of subscription rights shall be paid no later than three Swedish bank days after notice of allotment has been sent to the subscriber. The Board of Directors shall have the right to extend the subscription period and the term of payment.

Excess subscription rights will be sold through the Company. The sale shall relate to each shareholder's subscription rights which do not correspond to an entire ordinary share. The proceeds from the sale of subscription rights, less the sales costs, shall be allocated between the persons who would have been entitled to the subscription rights and subscribe for the new ordinary shares respectively.

The new ordinary shares will entitle to dividend as from the time the new shares are recorded in the shareholders' register maintained by Euroclear Sweden.

## MISCELLANEOUS

### **Special majority requirements and conditions for Investment AB Kinnevik's guarantee undertaking**

Resolution to approve the Board of Directors' resolution regarding new issue of ordinary shares with preferential rights for the shareholders under item 7 is valid if supported by shareholders holding more than half of the votes cast at the Extraordinary General Meeting.

Investment AB Kinnevik has, on conditions set out below, undertaken to act as guarantor of the new issue, which may have the result that Investment AB Kinnevik subscribes for more shares than its pro rata share. At the time of issuance of this notice, Investment AB Kinnevik holds approximately 25.1 per cent of the votes and approximately 24.9 per cent of the shares in CDON Group. If not all shares in the new issue are subscribed for, Investment AB Kinnevik may after the new issue, upon fulfillment of its subscription commitment or guarantee undertaking, hold more than 30 per cent of the shares and votes in CDON Group. Investment AB Kinnevik has been granted an exemption by the Swedish Securities Council (Sw. *Aktiemarknadsnämnden*) in respect of the Swedish mandatory bid rules, in the event that Investment AB Kinnevik's holding of shares in CDON Group by subscribing its pro rata share in the new issue of shares and / or fulfilling the guarantee would equal or exceed 30 per cent of the votes in the company.

The conditions for the Swedish Securities Council's decision to grant Investment AB Kinnevik an exemption to make a mandatory bid following the fulfillment of the guarantee undertaking are that (i) the shareholders of CDON Group prior to the Extraordinary General Meeting are informed of the part of the shares and votes that Investment AB Kinnevik may hold, at most, by subscribing shares in accordance with the guarantee undertaking, and (ii) the Extraordinary General Meeting's resolution regarding the new issue is supported by at least two-thirds of both the votes cast and the shares represented at the Extraordinary General Meeting, excluding the shares held and represented by Investment AB Kinnevik at the Extraordinary General Meeting.

In connection with the Board of Directors' resolution regarding the final terms for the new issue, CDON Group will inform on the part of the shares and votes that Investment AB Kinnevik may hold, at most, by subscribing shares in accordance with the guarantee undertaking.

Investment AB Kinnevik's guarantee undertaking (but not the subscription commitment) is conditional upon that the Extraordinary General Meeting approves the new issue in accordance with the Swedish Securities Council's conditions, under (ii) above, for granting the exemption to make a mandatory bid. If the Extraordinary General Meeting's resolution to approve the new issue has not been supported by shareholders in accordance with the condition above, CDON Group will still execute the new issue, in which case the new issue will not be guaranteed by Investment AB Kinnevik.

### **Authorisation**

The Board of Directors, or the person that the Board will appoint, is authorised to make the minor adjustments in the Extraordinary General Meeting's resolution pursuant to item 7 as may be required in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden.

### **Documentation**

Documentation pursuant to Ch 13 Sec 6 of the Companies Act (2005:551) will be made available to the shareholders during three weeks prior to the Extraordinary General Meeting on the Company's website at [www.cdongroup.com](http://www.cdongroup.com), at the Company's premises at Bergsgatan 20 in Malmö, Sweden, and will be sent to shareholders who so request and state their postal or email address.

### **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.

### **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 Extraordinary General Meeting.

Malmö, April 2013

CDON GROUP AB (PUBL)  
THE BOARD OF DIRECTORS

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**Other information**

Schedule for the Extraordinary General Meeting

The doors open for shareholders at 4.00 p.m. CET.

The Extraordinary General Meeting commences at 5.00 p.m. CET.

**Interpretation**

As a service to the shareholders, the Extraordinary General Meeting will be simultaneous interpreted to English.

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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, Lekmer.com), Fashion (Nelly.com, Heppo.com and Members.com), Sport & Health (Gymgrossisten.com, Bodystore.com and Milebreaker.com) and Home & Garden (Tretti.com and Rum21.se) segments. CDON Group's online stores attracted approximately 244 million site visits and more than two million unique customers in 2012.*

*CDON Group is listed on the NASDAQ OMX Stockholm Midcap 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 17 April 2013.*