



CDON GROUP AB (PUBL)

DOCUMENTS FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS –
TUESDAY 14 MAY 2013, 2.00 P.M. CET

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1. The Nomination Committee's motivated opinion explaining its proposal regarding the Board at the Annual General Meeting 2013

In accordance with the resolution of the 2012 Annual General Meeting, Cristina Stenbeck has convened a Nomination Committee consisting of members appointed by the largest shareholders in CDON Group, which have wished to appoint a member. The Nomination Committee is comprised of Cristina Stenbeck appointed by Investment AB Kinnevik; Ryan Schaper appointed by Point Lobos Capital LLC; Frank Larsson appointed by Handelsbanken Fonder AB; and Jan Särilvik appointed by Nordea Investment Funds. The four members in the Nomination Committee jointly represented more than 40 percent of the votes in CDON Group.

At their first meeting, the members elected Cristina Stenbeck to be Chairman of the Nomination Committee.

The Nomination Committee's proposal regarding the Board of CDON Group

The Nomination Committee proposes the following:

- The Board shall consist of seven members and no deputy members.
- Re-election of the following persons as members of the Board:

Lars-Johan Jarnheimer	Lars Nilsson
Mia Brunell Livfors	Mengmeng Du
- Election of Patrick Andersen, David Kelly and Jonas Kjellberg as new members of the Board.
- Election of Lars-Johan Jarnheimer as Chairman of the Board.
- Henrik Persson and Florian Seubert have declined re-election.

Motivated opinion

The Nomination Committee has held 3 meetings either in person or by telephone, with additional contacts between meetings. As the basis for its work the Nomination Committee has had a discussion with the Chairman of the Board. To assess the degree to which the present Board fulfils the requirements to be placed on the Board, given CDON Group's situation and future direction, the Nomination Committee's discussions have focused on the Board's overall composition with respect to experience and expertise. The existing Board contains a good balance of financial and operational expertise as well as shareholder representation. This Board provides a strong sense of continuity as well as industry expertise and knowledge that will benefit the Board's continued agenda for CDON Group. That said, the Nomination Committee believes that the nomination of Patrick Andersen, David Kelly and Jonas Kjellberg will strengthen the expertise on the Board within logistics, e-commerce strategy, and international business development.

- Patrick Andersen brings more than 20 years depth of experience within the logistics industry, gained within a high performing global company.
- David Kelly has over thirteen years' operational international experience gained within e-commerce companies, with particular expertise in implementing structure in businesses growing in complexity, and taking them from early stage to profitability and initial public offering (IPO).
- Jonas Kjellberg has extensive experience of managing and developing fast growing companies within the digital media, online and telecommunications industries.

The Nomination Committee considers continuity in the Board's work to be important to CDON Group's development. In view of the evaluation made, the Nomination Committee proposes the re-election of four current members of the Board (including the Chairman) and the election of Patrick Andersen, David Kelly and Jonas Kjellberg as new Board members.

The Nomination Committee is of the opinion that the proposed composition of the Board reflects both strong individual credentials and suitable qualifications and relevant experience within the key strategic areas for CDON Group. These areas include, but are not limited to, the following: operational management of listed and unlisted companies across a range of industries closely tied to CDON Group's core activities, including e-commerce, retail, media, content, marketing, logistics and inventory management, and established track records working within the e-commerce sector, experience and knowledge from start-ups and acquisitions across various platforms. Finally, the members' geographic expertise working within markets including the key CDON Group geographies of Scandinavia, Finland, Germany, and the UK provide a sound basis for continuing to evaluate and grow CDON Group's market shares within its core markets as well as add on to its geographic footprint where attractive.

The Nomination Committee continuously monitors and evaluates each Board member's independence according to the Swedish Corporate Governance Code. In the work of preparing its proposals for the 2013 Annual General Meeting the Nomination Committee has assessed that six out of seven members of the Board are independent of the Company and its management. Four out of six members of the Board who are independent of the Company management are also independent in relation to the Company's major shareholders. Accordingly, the Nomination Committee's proposal of the Board composition is compliant with the rules in the Swedish Corporate Governance Code regarding independence.

Information about the proposed members of the Board

Information about the proposed members of the Board, including the Nomination Committee's assessment of each member's independence, may be found on the Company's website at www.cdongroup.com.

April 2013

CDON GROUP AB (PUBL)
THE NOMINATION COMMITTEE

2. Information on the proposed Directors of the Board.

Lars-Johan Jarnheimer, Non-Executive Director

Born: 1960

Nationality: Swedish citizen

Independence: Independent of the Company and management and independent of major shareholders.

Direct or related person ownership in CDON Group: 10,000 shares.

Committee work: Member of the Remuneration Committee.

Lars-Johan has been a member of the Board of CDON Group since August 2010. He is currently Chairman of the Board of Directors of Eniro AB, Baby Björn AB and Arvid Nordquist Handels AB as well as member of the Boards of INGKA Holding B.V. (the parent company of the IKEA Group of Companies), Egmont International Holding A/S and Chairman of the charity BRIS (Children's Rights in Society). Lars-Johan served as Chief Executive Officer of Tele2 AB from 1999 to 2008, and previously held various positions at IKEA, Hennes & Mauritz and Comviq AB. Lars-Johan was a Non-Executive Director of Modern Times Group MTG AB 1997-2008 and of Millicom International Cellular S.A. 2001-2007. Lars-Johan graduated with a Degree in Economics and Business Administration from Växjö and Lund universities in Sweden.



Mia Brunell Livfors, Non-Executive Director

Born: 1965

Nationality: Swedish citizen

Independence: Not independent of the Company and management and not independent of major shareholders.

Direct or related person ownership in CDON Group: 5,505 shares.

Committee work: Chairman of the Remuneration Committee.

Mia has been a member of the Board of CDON Group since August 2010. She has served as President and Chief Executive Officer of Investment AB Kinnevik since 2006, prior to which Mia served as Chief Financial Officer of MTG between 2001 and 2006 and in various financial management positions between 1992 and 2001. Mia has been Chairman of the Board of Directors of Metro International S.A. since 2008, Non-Executive Director since 2006, and is also a Non-Executive Director of Tele2 AB since 2006, Millicom International Cellular S.A. and Modern Times Group MTG AB since 2007, H & M Hennes & Mauritz AB since 2008 and BillerudKorsnäs AB since 2012 (Non-executive Director of Korsnäs AB 2006-2012). Mia studied Business Administration at Stockholm University.



Mengmeng Du, Non-Executive Director

Born: 1980

Nationality: Swedish citizen

Independence: Independent of the Company and management and independent of major shareholders.

Direct or related person ownership in CDON Group: 300 shares.

Committee work: Member of the Remuneration Committee.

Mengmeng has been a member of the Board of CDON Group since September 2010. Since August 2011, she has been working at Spotify, initially as Director International Growth and currently as Director Global Marketing Operations. From August 2010 to July 2011 Mengmeng worked as Project Manager at Alumni, an executive search and leadership services consultancy. Prior to that she was Vice President Product Development of Stardoll, the world's largest online fashion and games community for girls. Before joining Stardoll in 2008, Mengmeng was a management consultant with Bain & Company in Sweden from 2005. She holds a Master of Science in Economics and Business from Stockholm School of Economics and a Master of Science in Computer Science and Engineering from the Royal Institute of Technology in Stockholm.



Lars Nilsson, Non-Executive Director

Born: 1956

Nationality: Swedish citizen

Independence: Independent of the Company and management but not independent of major shareholders.

Direct or related person ownership in CDON Group: 12,000 shares.

Committee work: Chairman of the Audit Committee.

Lars has been a member of the Board of CDON Group since September 2010. He has been Chief Financial Officer at Tele2 since 2007, and Deputy CEO since 2010. Lars was previously Executive Vice President and Chief Financial Officer of Axfood AB, one of the largest food retailers in Scandinavia; CFO of Fritidsreseguppen; President and CEO of Aros Fondkommission, and CFO of ABB Financial Services. Lars holds a Degree in Economics and Business Administration from Linköping University in Sweden.



Patrick Andersen, proposed Non-Executive Director

Born: 1962

Nationality: Danish citizen

Independence: Independent of the Company and management and independent of major shareholders.

Direct or related person ownership in CDON Group: 0 shares.

Patrick is currently Executive Vice President, UK & Ireland, Nordic and Eastern Europe at Carlson Wagonlit Travel (a major travel management company). Prior to joining Wagonlit Travel, Patrick served as consultant and owner of PNA Consulting and before that he had held several managerial positions at DHL (a global logistic services company), where he had been working for over 23 years. Patrick studied management at London Business School.



David Kelly, proposed Non-Executive Director

Born: 1963

Nationality: British citizen

Independence: Independent of the Company and management and independent of major shareholders.

Direct or related person ownership in CDON Group: 0 shares.

David has been an advisor to the Board of CDON Group since June 2012. He currently holds Non-Executive Director positions at Holiday Extras (a UK market leader for travel add-ons), MBA & Company (a global consulting marketplace), LoveHomeSwap.com (an international holiday home swap marketplace) and Basekit.com (a website design application business). David has previously worked as Senior Vice President / Managing Director at Rackspace Cloud Hosting (a major cloud computing services company) and has held several Executive positions at eBay, Amazon.com and Lastminute.com. David is a co-founder of Mydeco (a UK online home furnishings and furniture business). David holds a PhD in Business Strategy and an MBA in Marketing from City University Business School and a BA in Computing from Leicester University.



Jonas Kjellberg, proposed Non-Executive Director

Born: 1971

Nationality: Swedish citizen

Independence: Independent of the Company and management but not independent of major shareholders.

Direct or related person ownership in CDON Group: 0 shares.

Jonas has been an advisor to the Board of CDON Group since June 2012. He has served as Business Area Manager Online at Investment AB Kinnevik since 2012. Furthermore, Jonas is a serial entrepreneur and an independent investor in and business catalyst for young entrepreneurial companies. Jonas was previously CEO at Wyatt (CLS Holding Plc's investment company for Internet investments), VP/Managing Director and global Sales Manager at Skype Nordic Region. He has also been Vice President/Head of Communities at Lycos Europe. Jonas graduated in Business Administration at Uppsala University and in Mechanical Engineering at KTH Royal Institute of Technology, Stockholm. Jonas is also author of the book "Gear up ventures your best business idea ever", which is used at the MBA program at Stockholm School of Economics and at Stanford University, where Jonas is educating in entrepreneurship.



3. The Board of Directors' statement pursuant to Ch 19 Sec 22 of the Swedish Companies Act.

The Board of Directors hereby presents the following statement in accordance with Ch 19 Sec 22 of the Swedish Companies Act. The Board of Directors' reasons for the authorisation to repurchase the Company's own Class C shares being in accordance with the provisions of Ch 17 Sec 3 paragraph 2 and 3 of the Swedish Companies Act are as follows:

The Company's objects, scope and risks

The Company's objects and scope of business are set out in the Articles of Association and the submitted Annual Reports. The business run by the Company does not entail any risks in excess of those that exist or may be deemed to exist in the industry or those risks which are generally associated with operating a business.

The financial position of the Parent Company and the Group

The financial position of the Parent Company and the Group as per 31 December 2012 is stated in the Annual Report for 2012. The Annual Report also states which accounting principles are applied in the valuation of assets, allocations and liabilities.

The non-restricted equity in the Parent Company and the Group's retained profits as of 31 December 2012 amounted to SEK 266.9 million and SEK 133.5 million respectively.

As of 31 December 2012 the Group's equity/assets ratio amounted to 15.8 percent. The proposed authorisation to repurchase all of the Company's issued own Class C shares does not limit the Company's possibilities to complete ongoing, and further make value-creating, investments.

The Company's financial position does not give rise to any other conclusion than that the Company can continue its business and that the Company can be expected to fulfil its obligations on both a short and long-term basis.

Justification for dividend and repurchase

With reference to the above and to what has otherwise come to the knowledge of the Board of Directors, the Board of Directors is of the opinion that after a comprehensive review of the financial position of the Parent Company and of the Group it follows that the authorisation to the Board of Directors to resolve to repurchase the Company's own Class C shares to secure the delivery of the shares under the proposed incentive programme is justified according to the provisions of Ch 17 Sec 3 paragraph 2 and 3 of the Swedish Companies Act, i.e. with reference to the requirements that the objects of the business, its scope and risks place on the size of the Parent Company's and Group's equity and the Parent Company's and the Group's consolidating requirements, liquidity and financing needs in general.

Malmö, April 2013
CDON GROUP AB (PUBL)
THE BOARD OF DIRECTORS

4. Auditors' report in accordance with Chapter 8, § 54 of the Swedish Companies Act whether the guidelines for remuneration to Executive Management as approved by the Annual Meeting of the Shareholders has been complied with.

To the annual general meeting of CDON Group AB (publ.)

Corporate identity No 556035-6940

Introduction

We have audited whether the Board of Directors and the Chief Executive Officer of CDON Group AB (publ.) during the year 2012 have followed the guidelines on remuneration of senior executives adopted at the annual general meeting on 16 May 2011 and the annual general meeting on 8 May 2012.

Responsibility of the Board of Directors and the Chief Executive Officer

The Board of Directors and the Chief Executive Officer are responsible for the guidelines being followed and for the internal control that the Board of Directors and the Chief Executive Officer deem necessary to ensure that the guidelines are followed.

Responsibility of the auditor

Our responsibility is to issue an opinion, based on our audit, to the annual general meeting as to whether the guidelines have been followed. We have conducted the audit in accordance with FAR recommendation RevR 8 *Audit of remuneration of senior executives of listed companies*. This recommendation requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance that the guidelines adopted by the annual general meeting are followed in all material aspects.

The audit has covered the company's organization for and documentation of remuneration issues for senior executives, the new decisions on remuneration that have been taken and a selection of the payments made during the financial year to the senior executives. The auditor chooses what procedures are to be performed, in part by assessing the risk of the guidelines not being followed in all material aspects. In making those risk assessments, the auditor considers internal control relevant to compliance with the guidelines in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

We believe that our audit provides a reasonable basis for our opinion set out below.

Opinion

We consider that the Board of Directors and Chief Executive Officer of CDON Group AB (publ.) during 2012 have followed the guidelines on remuneration of senior executives adopted at the annual general meeting on 16 May 2011 and the annual general meeting on 8 May 2012.

Stockholm 8 April 2013

KPMG AB

Signature on Swedish original

Åsa Wirén Linder
Authorized Public Accountant

5. Evaluation of CDON Group's remuneration to the CEO and other Members of the Management Group. (Report according to The Swedish Corporate Governance Code, 9.1 and 10.3)

Introduction

The Remuneration Committee of the Board of Directors of CDON Group AB (publ), comprises the directors of the Board Mia Brunell Livfors, Lars-Johan Jarnheimer and Mengmeng Du. Mia Brunell Livfors is Chairman of the Remuneration Committee.

The Swedish Code of Corporate Governance prescribes that the Chairman of the Board may be chairman of the Remuneration Committee and that the other members of the Remuneration Committee are to be independent of the company and its executive management. Mia Brunell Livfors is not independent of the company and its management due to her role as Director of the Board in Modern Times Group MTG AB and the significant business relationship and other significant financial dealings existing between Modern Times Group MTG AB and CDON Group. The Company therefore deviates from this rule in the Swedish Code of Corporate Governance. The explanation for the deviation is that Mia Brunell Livfors has significant experience in establishing and defining remuneration principles across listed companies, and that the Committee thereby has the appropriate competence.

In accordance with rule 10 paragraph 3 and rule 9 paragraph 1 in the Swedish Code of Corporate Governance, the Remuneration Committee has monitored and evaluated programmes for variable remuneration (both ongoing and those that have ended during the year), the application of the guidelines for remuneration to the CEO and other persons in the Company's management (the “**Executives**”) adopted by the Annual General Meeting as well as the current remuneration structure and levels of remuneration in CDON Group. The following is the Board's report of the results of the evaluation.

General description of the remuneration to the Executives

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.

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. Further information on the variable remuneration paid in cash is available in the Annual Report 2012.

There are long-term equity based incentive programmes for the Executives and other key employees in CDON Group. The long-term incentive programmes are performance based and requires participants to own shares and remain in the employment in CDON Group. Further information on the long-term incentive programmes such as participation ratio, number of issued and outstanding instruments etc. is available in the Annual Report 2012.

Evaluation of programmes for variable remuneration

The development of the programmes for variable remuneration is evaluated by the Remuneration Committee on a continuous basis throughout the year and the programmes' expected outcome are reported to the Board of Directors and discussed at Board meetings. The Remuneration Committee also monitors to which extent the Executives and other key employees participate in the programmes. The evaluation of the programmes for variable remuneration has shown that:

- the programmes are well aligned with the shareholders' interests,
- the programmes are considered to help attract, motivate and retain the Executives,
- future long-term incentive programmes shall also be equity and performance based and require an own investment in CDON Group's shares by the participants.

Evaluation of the guidelines for remuneration to the Executives and the current remuneration structure and levels of remuneration

The evaluation has resulted in the conclusion that the guidelines for remuneration to the Executives that the General Meetings established have been applied on such remuneration in the Company during the year.

The external auditors have given a statement to the Board of Directors on that there has been compliance with the guidelines on salary and other remuneration to the Executives adopted by the General Meetings.

The Board of Directors' view is that the remuneration to Executives strikes an appropriate balance between motivating the Executives and achieving a competitive compensation aligned with the shareholder's interests.

Malmö, April 2013

CDON GROUP AB (PUBL)
THE BOARD OF DIRECTORS