



CDON GROUP AB (PUBL)

DOCUMENTS FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS –
TUESDAY 13 MAY 2014, 10.00 A.M. CET

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1. CDON Group AB Nomination Committee's explanatory statement regarding the proposal for election of the Board at the 2014 Annual General Meeting

CDON Group Nomination Committee

In accordance with the procedure of the Nomination Committee adopted at the 2013 Annual General Meeting a Nomination Committee was convened by Cristina Stenbeck (as a representative of the company's largest shareholder Investment AB Kinnevik) in October 2013 to prepare the proposals for the 2014 Annual General Meeting.

The Nomination Committee consists of members appointed by the largest shareholders in CDON Group (who accepted to participate in the work of the Nomination Committee this year). The Nomination Committee for the 2014 Annual General Meeting comprises Cristina Stenbeck appointed by Investment AB Kinnevik, Annika Andersson appointed by Swedbank Robur funds and Frank Larsson appointed by Handelsbanken Fonder AB. The members of the Committee elected Cristina Stenbeck to be Chairman of the Nomination Committee at their first meeting. The three members of the Nomination Committee are appointed by shareholders that jointly represent more than 35 percent of the votes in CDON Group.

The Nomination Committee's proposal for election of the Board

The Nomination Committee proposes the following Board composition for CDON Group:

- The Board shall consist of eight members.
- The re-election of all current members of the Board, except Jonas Kjellberg who has declined re-election.
- The election of new Board members Lorenzo Grabau and Daniel Mytnik.
- The re-election of Lars-Johan Jarnheimer as Chairman of the Board.

The Nomination Committee therefore recommends the following people be elected to the Board of CDON Group for a term of office until the end of the next Annual General Meeting:

- Lars-Johan Jarnheimer, Chairman of the Board
- Patrick Andersen
- Mengmeng Du
- Lorenzo Grabau
- David Kelly
- Mia Brunell Livfors
- Daniel Mytnik
- Lars Nilsson

The Nomination Committee's explanatory statement regarding the proposal

The Nomination Committee has held three meetings, with the customary additional contact between meetings. As the basis for its work, the Nomination Committee has had the benefit of a thorough formal evaluation of both the Board and the Chairman of the Board. In order to assess the degree to which the current Board fulfils the requirements placed on the Board, given CDON Group's current situation and future strategic direction, the Nomination Committee's discussions have focused on the Board's overall composition with respect to relevant skills, financial and operational experience, and certain sector-specific expertise. The Nomination Committee concluded that the current Board composition is well-balanced as it represents important financial, operational, retail, e-commerce and marketplace, as well as digital investment experience that will help the Company in its future strategic priorities. This overall mix of individuals on CDON Group's Board will benefit the Board's continued agenda for the Company.

After a review of the market and several interviews with the Chairman of the Board, as well as succession discussions with individual Directors, the Nomination Committee has identified and recruited two individuals who both bring investing experience, e-commerce and marketplace knowledge and financial discipline from within fast-moving technology companies, that will be highly complementary to the existing Board of Directors. Both Lorenzo Grabau and Daniel Mytnik intend to serve on Committees of the Board in order to be fully engaged in the future strategic development of CDON Group.

Lorenzo Grabau was recently appointed to become CEO of Investment AB Kinnevik, one of CDON Group's large reference shareholders. Lorenzo Grabau is expected to start in his new role effective May 1, 2014, which is before his proposed election to the Board of CDON Group. Lorenzo has served as Non-Executive Director of Investment AB Kinnevik, Millicom International Cellular S.A. and Zalando AG, and as Non-Executive Director and Co-Chairman of CTC Media, since 2013. He has served as Non-Executive Director of Modern Times Group MTG AB and SoftKinetic BV since 2011. Lorenzo was a Partner and Managing Director at Goldman Sachs in London until 2011. Lorenzo joined the Investment Banking division of Goldman Sachs in 1994 and during his 17 years at the firm held various leadership positions within the Consumer/Retail and Media/Online industry practices, and the Financial Sponsors group. Lorenzo began his career in Investment Banking in 1990 when he joined Merrill Lynch, where he remained for five years working in the Mergers & Acquisitions department in London and New York.

Daniel Mytnik was a Partner at Palamon Capital Partners in London until 2013. During his 7 years at Palamon, Daniel sourced and led a number of investments in fast-growing service-oriented businesses primarily in the Nordics and the United Kingdom. Prior to joining Palamon Capital Partners, Daniel spent four years with investment bank Altium Capital in London as Managing Director, and five years with Morgan Stanley working in the Private Equity and Investment Banking departments in London.

The Nomination Committee is of the opinion that the proposed composition of the Board reflects both continued strong individual credentials and relevant qualifications and experience within the key strategic areas for CDON Group. These areas include, but are not limited to, operational management of listed and unlisted companies across a range of industries linked to CDON Group's core activities, including e-commerce, retail, media, logistics and inventory management. The Board collectively represents an established track record working within the e-commerce sector, as well as from start-ups, venture capital, and private equity activities across various digital platforms. The individual members have expertise from working within key geographies for CDON Group including the Nordics, Germany, and the UK, as well as important operating experience from leading markets, such as the United States. In its work, the Nomination Committee has considered and discussed the importance of diversity on the Board, including gender, age, nationality, and professional backgrounds and business disciplines. In the view of the Nomination Committee, the composition of the proposed Board is fit-for-purpose in this respect, as it reflects a wide range of nationalities and backgrounds, and a solid mix of men and women with highly relevant skill-sets to match the priorities of the Company.

Finally, it should be noted that the Nomination Committee continuously evaluates each Board member's independence in its work preparing these proposals, and it has found that the proposed Board is compliant with the relevant requirements for 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 2014

CDON GROUP AB (PUBL)
THE NOMINATION COMMITTEE

2. Information on the proposed members of the Board

Lars-Johan Jarnheimer, Chairman of the Board

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: 35,000 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 and Arvid Nordquist Handels AB as well as member of the Boards of SAS AB, 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: 8,257 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 (but will step-down as Chief Executive Officer on 30 April 2014), 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 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: 450 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 as Director Global Marketing Operations at Spotify. Further Mengmeng has been a Board member in Skånska Byggvaror AB since June 2012. From August 2010 to July 2011 Mengmeng worked as Project Manager at Alumni, an executive search and leadership services consultancy. From 2009 she was Vice President Product Development of Stardoll, the world's largest online fashion and games community for girls, and prior to that Mengmeng was working with project management and product development at the company. 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 and independent of major shareholders.

Direct or related person ownership in CDON Group: 38,000 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 Fritidsregruppen; 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, 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: 45,000 shares.

Committee work: Member of the Audit Committee.

Patrick has been a member of the Board of CDON Group since May 2013. He currently serves as President of the Americas (North America and Latin America) at Carlson Wagonlit Travel, where he has been since 2008, having held numerous executive positions in Europe leading up to his current role. Prior to this, Patrick was a consultant and the owner of PNA Consulting, and before that held several executive positions at DHL, where he worked for over 20 years. Patrick studied management at London Business School.



David Kelly, Non-Executive Director

Born: 1963

Nationality: British and Irish citizen

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

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

Committee work: Member of the Audit Committee.

David has been a member of the Board of CDON Group since May 2013. Previously, David served as advisor to the CDON Group Board between June 2012 – April 2013. David is also currently chairman of the Board of Carloan4u and a board member of Holiday Extras, MBA & Company, LoveHomeSwap.com, Pure360 and Simply Business. David was previously a member of the executive management as well as CEO for Rackspace Cloud Hosting. He has also held several positions at eBay, Amazon.com and Lastminute.com. David is also one of the founders of Mydeco. David holds a Ph.D. in Business Strategy and an MBA in marketing from City University Business School, as well as a BA in computer science from Leicester University.



Lorenzo Grabau, proposed Non-Executive Director

Born: 1965

Nationality: Italian citizen

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

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

Lorenzo is being proposed as new Director of the Board of CDON Group AB at the AGM in May 2014. Lorenzo Grabau has served as Non-Executive Director of Investment AB Kinnevik (publ), Millicom International Cellular S.A. and Zalando AG, and as Non-Executive Director and Co-Chairman of CTC Media, since 2013. He has served as Non-Executive Director of Modern Times Group MTG AB (publ) and SoftKinetic BV since 2011. On 7 April 2014 Investment AB Kinnevik (publ) announced that Lorenzo had been appointed as Chief Executive Officer of Investment AB Kinnevik (publ), with effect from 1 May 2014. Lorenzo was a Partner and Managing Director at Goldman Sachs International in London until 2011. Lorenzo joined the Investment Banking division of Goldman Sachs in 1994 and during his 17 years at the firm held various leadership positions within the Consumer/Retail and Media/Online industry practices, and the Financial Sponsors group. Lorenzo began his career in Investment Banking in 1990 when he joined Merrill Lynch, where he remained for five years working in the Mergers & Acquisitions department in London and New York. Lorenzo graduated from Università degli Studi di Roma, La Sapienza, Italy.



Daniel Mytnik, proposed Non-Executive Director

Born: 1971

Nationality: Swedish citizen

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

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

Daniel Mytnik is being proposed as new Director of the Board of CDON Group AB at the AGM in May 2014. Daniel Mytnik was a Partner at Palamon Capital Partners in London until 2013. During his 7 years at Palamon, Daniel sourced and led a number of investments in fast-growing service-oriented businesses primarily in the Nordics and the United Kingdom. Prior to joining Palamon Capital Partners, Daniel spent four years with investment bank Altium Capital in London as Managing Director, and five years with Morgan Stanley working in the Private Equity and Investment Banking departments in London. Daniel has a BA (Hons) in Philosophy, Politics and Economics and an M.Phil. in Economics from Oxford University.

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

The Board hereby presents the following statement in accordance with Ch 19 Sec 22 of the Swedish Companies Act. The Board's 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 2013 is stated in the Annual Report for 2013. 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 2013 amounted to SEK 514.1 million and SEK 487.3 million respectively.

As of 31 December 2013 the Group's equity/assets ratio amounted to 39.2 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, the Board 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 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 2014

CDON GROUP AB (PUBL)

THE BOARD

Auditor's opinion under Chapter 8 Section 54 of the Swedish Companies Act (2005:551) as to whether the guidelines of the annual general meeting on the remuneration of senior executives have been followed

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 2013 have followed the guidelines on remuneration of senior executives adopted at the annual general meeting on 8 May 2012 and the annual general meeting on 14 May 2013.

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 2013 have followed the guidelines on remuneration of senior executives adopted at the annual general meeting on 8 May 2012 and the annual general meeting on 14 May 2013.

Stockholm *den 7/4 2014*

KPMG AB

(signature on the Swedish original)

Cronie Wallquist
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 CDON Group comprises the members of the Board Mia Brunell Livfors, Lars-Johan Jarnheimer and Mengmeng Du. Mia Brunell Livfors is Chairman of the Remuneration Committee.

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 2013.

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 require 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 2013.

Evaluation of programmes for variable remuneration

The development of the programmes for variable remuneration is observed and evaluated by the Remuneration Committee throughout the year and the programmes' expected outcome are reported to the Board 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 on that there has been compliance with the guidelines on salary and other remuneration to the Executives adopted by the General Meetings.

The Board's 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 2014
CDON GROUP AB (PUBL)
THE BOARD

6. The Articles of Association in the proposed wording

Articles of Association, CDON Group AB, reg. no. 556035-6940

Adopted by the Annual General Meeting on 13 May 2014
(translation of the authorized Swedish Articles of Association)

§ 1

The name of the Company is CDON Group AB. The Company is a public company (publ).

§ 2

The board of directors shall have its registered office in Stockholm.

§ 3

The primary purpose of the Company's business shall be to generate profit for its shareholders.

The object of the Company's business is mail order and retailing on the internet with film, music, games, books, ready-made clothing, food, health, beauty, toys, baby carriages and other children accessories, interior decorating, fashion, building supplies, tools, auto parts, and consumer electronics, to own shares and other participation rights and share certificates and other similar securities as a part of the business, to own and manage real estate as well as movables, and carry on other activities compatible therewith.

The Company shall have the right to guarantee or otherwise pledge security for obligations assumed by other companies within the group.

§ 4

The Company's share capital shall be not less than SEK 100,000,000 and not more than SEK 400,000,000.

The number of shares in the Company shall be not less than 50,000,000 and not more than 200,000,000.

Shares may be issued in two classes, ordinary shares and Class C shares. Ordinary shares may be issued up to a maximum amount of 200,000,000 and Class C shares up to a maximum amount of 200,000,000.

Class C shares do not entitle to dividends. Upon the Company's liquidation, Class C shares carry an equivalent right to the Company's assets as the other classes of shares, however not to an amount exceeding up to the quota value of the share, annualised as per day of distribution with an interest rate of STIBOR 1M with an additional 1 percentage point calculated from the day of payment of the subscription price. STIBOR 1M is set on the first business day of each calendar month.

Should the Company resolve on an issue of new ordinary and Class C shares, against other payment than contribution in kind, each holder of ordinary and Class C shares has preferential rights to subscribe for new shares of the same class in proportion to the number of old shares held by such holder (primary preferential rights). Shares not subscribed for with primary preferential rights shall be

offered for subscription to all shareholders in the Company (subsidiary preferential rights). If the number of shares so offered is less than the number subscribed for with subsidiary preferential rights, the shares shall be distributed among the subscribers in proportion to the number of already shares held, or, to the extent that this is not possible, by lot.

Should the Company resolve on an issue of new shares solely of ordinary shares or Class C shares, against other payment than contribution in kind, all shareholders, irrespective of which class of shares held, are entitled to preferential rights to subscribe for new shares in proportion to the number of shares previously held.

The stipulations regarding preferential rights shall apply *mutatis mutandis* for new issues of warrants and convertible debt, and shall not infringe on the possibility to resolve on an issue in which the preferential rights of shareholders are waived.

If the share capital is increased by a bonus issue, where new shares are issued, new shares shall be issued in relation to the number of shares of the same classes already held. In such cases, old shares of a specific class shall entitle to new shares of the same class. Following a requisite amendment in the Articles of Association, the aforementioned stipulation shall not infringe on the possibility to issue shares of a new class by a bonus issue.

Reduction of the share capital, however not below the minimum share capital, may on request of holders of Class C shares or as resolved by the Company's Board of Directors or General Meeting, be made by redemption of Class C shares. A request from a shareholder shall be made in writing to the Company's Board of Directors and the Board of Directors shall promptly act on the matter. When a resolution on reduction has been passed, an amount corresponding to the reduction amount shall be transferred to the Company's equity reserves, if the required funds are available.

The redemption payment per Class C share shall correspond to the quota value of the share annualised per day with an interest rate of STIBOR 1M with additional 1 percentage point calculated from the day of payment of the subscription price. STIBOR 1M shall be initially set on the day of payment of the subscription price.

Following notice of the redemption resolution, holders having requested redemption shall promptly receive payment for the share, or, if authorisation from the Swedish Companies Registration Office or a court is required, following notice that the final decision has been registered.

Class C shares held by the Company, may upon decision by the Board of Directors be reclassified into ordinary shares, provided that the Class C shares are held by the Company. Immediately thereafter, the Board of Directors shall report the reclassification to the Swedish Companies Registration Office (Sw. Bolagsverket) for registration. The reclassification is effected when it has been registered and the reclassification been noted in the Swedish Central Securities Depository.

§ 5

The board shall consist of no less than three and no more than nine directors.

§ 6

The Company shall have no more than three auditors with up to three deputy auditors. The auditors' term of office shall last until the end of the Annual General Meeting which is held during the fourth financial year after the auditor was elected.

§ 7

Notice of a general meeting of shareholders shall be published in the Official Swedish Gazette (Post- och Inrikes Tidningar) as well as on the company's website. At the time of the notice, an announcement with information that the notice has been issued shall be published in Svenska Dagbladet.

§ 8

A shareholder that wishes to participate at the general meeting shall, firstly, have been registered as shareholder in a transcript of the entire share register with respect to the situation five business days before the meeting, and secondly, register with the Company no later than 1 p.m. on the registration day set forth in the notice convening the meeting. Such registration day must not be a Sunday, any other public holiday, a Saturday, Midsummer's Eve, Christmas Eve, New Year's Eve or any day earlier than five week days prior to the meeting.

A shareholder attending a general meeting may be accompanied by an assistant, however only where the shareholder has provided notification hereof in accordance with the foregoing paragraph.

§ 9

The shareholder or nominee who on the record date is registered in the share register and in a central securities depository register pursuant to Chapter 4 of the Financial Instruments Accounts Act (1998:1479) or any person who is registered in a central securities depository account pursuant to Chapter 4, Section 18 paragraph 6-8 of the mentioned Act, shall be deemed to be authorised to exercise the rights set out in Chapter 4, Section 39 of the Companies Act (2005:551).

§ 10

The Company's financial year shall be the calendar year.
