



NOTICE TO ATTEND THE EXTRAORDINARY GENERAL MEETING

The shareholders of CDON Group AB (publ) are hereby invited to an Extraordinary General Meeting of the shareholders on Friday 21 November 2014 at 10.00 a.m. CET, at the offices of Advokatfirman Cederquist, Hovslagargatan 3 in Stockholm.

NOTIFICATION ETC.

Shareholders who wish to attend the Extraordinary General Meeting shall:

- be entered in the share register maintained by Euroclear Sweden on Saturday 15 November 2014. Since the record date is a Saturday, shareholders must make certain that they are registered in the share register on Friday 14 November 2014; and
- give notice of their attendance not later than on Monday 17 November 2014, preferably before 1.00 p.m. CET. Notification is to 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 shall state name, personal identification number or company registration number, address, telephone number and advisors, if applicable. Shareholders whose shares are registered in the names of nominees must temporarily re-register such shares in their own name in order to be entitled to attend the Extraordinary General Meeting. In order for such re-registration to be completed on Friday 14 November 2014 the shareholder must inform the nominee well before this date. Shareholders attending by a proxy or a representative should send documents of authorisation to CDON Group at the address above well before the Extraordinary General Meeting. A template proxy form is available on the Company's website www.cdongroup.com. Shareholders cannot vote or, in other way, attend the Extraordinary General Meeting by remote access.

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's resolution regarding a new issue of ordinary shares with preferential rights for the shareholders.
8. The Board's proposal to resolve to amend the Articles of Association.
9. Closing of the Extraordinary General Meeting.

RESOLUTIONS PROPOSED BY THE BOARD

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

The Board proposes that the Extraordinary General Meeting resolves to approve the Board's resolution from 21 October 2014 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 new issue is estimated to raise issue proceeds of approximately MSEK 650, before issue costs. The purposes of the new issue are to fund the continued launch of the in-house developed payment solution Qliro Payment Solution (approximately MSEK 300), investments in the growth of new and existing subsidiaries (approximately MSEK 100) and redemption of the Company's outstanding convertible bond (approximately MSEK 250).

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 has undertaken to subscribe for the remaining shares in the new issue, if any, by acting as guarantor.

No later than on 18 November 2014 the Board 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.

In other respects, the following conditions shall apply to the rights issue.

The persons who on 25 November 2014 (the record date for the rights issue) are registered as shareholders in CDON Group are entitled to receive subscription rights.

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.

Subscription with use of subscription rights shall be made by cash payment during the subscription period from and including 28 November 2014 up to and including 12 December 2014. 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 28 November 2014 up to and including 18 December 2014. Shares that are subscribed for without use of subscription rights shall be paid no later than three Swedish bank days after the notice of allotment has been sent to the subscriber. The Board shall have the right to extend the subscription period and the term of payment.

The Company will provide for excess subscription rights being sold. 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, apart from 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.

The Board's proposal to resolve to amend the Articles of Association (item 8)

The Board proposes that the Extraordinary General Meeting resolves to amend the Articles of Association. The proposed amendments include changing the Company's name and object of its business as well as the minimum and maximum share capital and number of shares.

Current wording

Proposed wording

§ 1

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

The Company's name is Qliro Group AB (publ).

§ 3 second paragraph

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 object of the Company's business shall be to own and manage real property and movables, primarily through investments in businesses within the areas internet, online, e-commerce and retailing primarily with consumer brands and products as well as financing operations, with necessary licenses or authorisations from authorities where relevant. Furthermore, the object of the Company's business shall be to conduct business operations compatible with the above mentioned businesses.

§ 4 first - third paragraph

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

The Company's share capital shall be not less than SEK 200,000,000 and not more than SEK 800,000,000.

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

The number of shares in the Company shall be not less than 100,000,000 and not more than 400,000,000.

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.

Shares may be issued in two classes, ordinary shares and Class C shares. Ordinary shares may be issued up to a maximum amount of 400,000,000 and Class C shares up to a maximum amount of 400,000,000.

Special majority requirements

A valid resolution under item 8 requires support of shareholders holding not less than two thirds of both the votes cast and the shares represented at the Extraordinary General Meeting.

MISCELLANEOUS

Authorisation

The Board, or the person that the Board will appoint, shall be authorised to make the minor adjustments in the Extraordinary General Meeting's resolutions 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) and the proposed wording of the Articles of Association 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, at the Company's premises at Sveavägen 151 in Stockholm, Sweden, and will be sent to shareholders who so request and state their postal or email address.

Shareholders' right to request information

The Board and the Chief Executive Officer shall, if any shareholder so requests and the Board assess 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 100,688,186 shares in the Company, whereof 99,513,186 ordinary shares and 1,175,000 Class C shares, corresponding to a total of 100,688,186 votes. The Company currently holds 1,175,000 of its own Class C shares corresponding to 1,175,000 votes which cannot be represented at the Extraordinary General Meeting.

Stockholm, October 2014
CDON GROUP AB (PUBL)
THE BOARD OF DIRECTORS

Other information

Schedule for the Extraordinary General Meeting

The doors open for shareholders at 9.15 a.m. CET.

The Extraordinary General Meeting commences at 10.00 a.m. CET.

About CDON Group

CDON Group is the leading e-commerce group in the Nordic region. Since the start in 1999, the Group has expanded and broadened its product portfolio and is now a leading e-commerce player in consumer goods and lifestyle products through CDON.com, Lekmer, Nelly (Nelly.com, NLYman.com, Members.com), Gymgrossisten (Gymgrossisten.com/Gymsector.com, Bodystore.com, Milebreaker.com) and Tretti. The group also comprises the payment solution Qliro. In 2013, the group generated SEK 4.5 billion in revenue. CDON Group's shares are listed on Stockholm's Nasdaq 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 22 October 2014.