

CDON Group 2012 Annual General Meeting of shareholders

Press release, Malmö, 8 May 2012.

CDON Group AB (publ.), the leading e-commerce group in the Nordic region, today announced that the Annual General Meeting of CDON Group shareholders, which was held today in Stockholm, voted to support the following resolutions proposed to the Meeting.

The Meeting affirmed the income statement and balance sheet and the consolidated income statement and the consolidated balance sheet, and approved that the retained profits, the share premium reserve and the profit for the year, corresponding to a total of SEK 271,842,913.58 to be carried forward, and SEK 139,870,129 of the total carried forward to the share premium reserve.

The Meeting discharged the Board of Directors and the CEO from liability for the full year 2011.

The Meeting re-elected Mia Brunell Livfors, Mengmeng Du, Lars-Johan Jarnheimer, Lars Nilsson, Henrik Persson and Florian Seubert as members of the Board. The Meeting also elected Lars-Johan Jarnheimer as chairman of the Board. As previously announced, Hans-Holger Albrecht had declined re-election.

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 2,625,000 of which SEK 650,000 shall be allocated to the Chairman of the Board, SEK 315,000 to each of the directors of the Board and SEK 400,000 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 50,000 shall be allocated to the Chairman and SEK 25,000 to each of the other two members. Furthermore, remuneration to the auditor shall be paid in accordance with approved invoices.

The Meeting approved to re-elect the auditing firm KPMG AB as the company auditor for the period until the end of 2016 Annual General Meeting.

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 approved to adopt a performance based incentive programme ('the Plan') that will include in total approximately 20 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 stock options according to stipulated terms. Subject to the fulfilment of the Plans terms, each retention right and performance right will entitle the participant to receive one ordinary share free of charge and each performance option will entitle the participant to purchase one share at a price corresponding to 120 per cent of the share price at grant.

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 Class C shares to Nordea Bank AB (publ) and subsequently resolve to repurchase the same shares. Further, the Annual General Meeting resolved that the repurchased Class C shares may be reclassified into ordinary shares and subsequently transferred to the participants under the Plan.

The Annual General Meeting resolved to reject the proposal from shareholder Fredrik Norberg to instruct the Board of Directors to examine the possibility for CDON Group to offer benefits to the shareholders.

At a statutory meeting of the Board of Directors following the Meeting, the Audit and Remuneration Committees were appointed. Lars Nilsson was reappointed as Chairman of the Audit Committee while Henrik Persson and Florian Seubert were appointed as Committee members. Mia Brunell Livfors was reappointed as Chairman of the Remuneration Committee while Lars –Johan Jarnheimer and Mengmeng Du were appointed as 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, BookPlus.fi, Lekmer.com), Fashion (Nelly.com, Heppo.com, Members.com), Sports & Health (Gymgrossisten.com, Bodystore.com) and Home & garden (Tretti.com, Rum21.se) segments. The Group reported revenues of SEK 3.4 billion for the full year 2011. CDON Group is listed on NASDAQ OMX Stockholm Mid-cap under the short name CDON.

The information in this announcement is that which CDON Group AB is required to disclose under the Securities Markets Act. This information was released for publication at 12:00 CET on 8 May 2012.