



DOCUMENTS FOR THE EXTRAORDINARY GENERAL MEETING –
FRIDAY 21 NOVEMBER 2014, 10:00 A.M. CET

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1. The Board's report of events of material significance in accordance with Ch. 13 Sec. 6 of the Swedish Companies Act.

N.B. The Swedish text is an in-house translation of the original English text and for convenience only.

**THE BOARD'S REPORT OF EVENTS OF MATERIAL SIGNIFICANCE IN ACCORDANCE WITH CH. 13 SEC. 6 OF THE SWEDISH COMPANIES ACT (SW. AKTIEBOLAGSLAGEN)
STYRELSENS REDOGÖRELSE FÖR VÄSENTLIGA HÄNDELSER ENLIGT 13 KAP. 6 §
AKTIEBOLAGSLAGEN**

The board in CDON Group AB (publ) reg. no. 556035-6940 ("**CDON Group**") hereby, in accordance with Ch. 13 Sec. 6 of the Swedish Companies Act (Sw. aktiebolagslagen), gives the following report of events of material significance for CDON Group's financial position which have occurred since the presentation of the annual report with respect to the financial year 2013.

*Styrelsen i CDON Group AB (publ) org. nr 556035-6940 ("**CDON Group**") avger härmed, enligt 13 kap. 6 § aktiebolagslagen, följande redogörelse för händelser av väsentlig betydelse för CDON Groups ställning, vilka har inträffat efter det att årsredovisningen avseende räkenskapsåret 2013 lämnades.*

Since CDON Group presented the annual report with respect to the financial year 2013 dated 2 April 2014, sub-appendix A, the events of material significance for CDON Group's financial position that have occurred are included in the interim financial report for the period January-March 2014 disclosed on 24 April 2014, sub-appendix B, the interim financial report for the period January-June 2014 disclosed on 16 July 2014, sub-appendix C, the interim financial report for the period January-September 2014 which has been approved by the board and will be disclosed on 22 October 2014 and thereafter be available on the company's website, sub-appendix D.

Efter att CDON Group avgett årsredovisning avseende räkenskapsåret 2013 den 2 april 2014, underbilaga A, har de händelser av väsentlig betydelse för CDON Group ställning inträffat som framgår av delårsrapport avseende perioden januari-mars 2014 offentliggjord den 24 april 2014, underbilaga B, delårsrapport avseende perioden januari-juni 2014 offentliggjord den 16 juli 2014, underbilaga C, delårsrapport avseende perioden januari-september 2014 vilken godkänts av styrelsen och kommer att offentliggöras den 22 oktober 2014 och därefter finnas tillgänglig på bolagets hemsida, underbilaga D.

Stockholm on 21 October 2014
Stockholm den 21 oktober 2014

CDON GROUP AB (PUBL)
THE BOARD OF DIRECTORS / STYRELSEN

2. Auditor's statement pursuant to Ch. 13, Sec. 6 of the Swedish Companies Act concerning the Board's report regarding events of material significance.

Translation of Swedish original

To the shareholders' meeting of CDON Group AB, reg.no. 556035-6940

We have reviewed the Board of Directors' report dated 21 October 2014

Responsibilities of the Board of Directors for the report

The Board of Directors is responsible for the preparation and fair presentation of the report in accordance with the Swedish Companies Act, and for such internal control as the Board of Directors determines is necessary to enable the preparation of the report that is free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express a statement on the report based on our review. We have conducted our review in accordance with Recommendation RevR 9 issued by FAR (the Swedish professional institute for accountants and auditors) regarding the auditor's statements in accordance with the Swedish Companies Act and the Swedish Companies Regulation. This recommendation requires that we comply with ethical requirements and plan and perform the review to obtain limited assurance about whether the report is free from material misstatements.

The review involves performing procedures to obtain evidence about the financial information and disclosures in the report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement in the report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the report in order to design review 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. The review has been limited to a general review of the Board of Directors' report including supporting information to the report and discussions with management. Therefore, our statement is based on limited assurance compared to an audit. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our statement.

Statement

Based on our review, no circumstances have been revealed that give us any reason to believe that the Board of Directors' report does not reflect significant events for the company in a true and fair manner.

Other information

This statement is provided only for the purpose of fulfilling the requirements stipulated in Chapter 13, Section 6 of the Swedish Companies Act and may not be used for any other purpose.

Stockholm, 21 October 2014

Cronie Wallquist
Authorized Public Accountant

3. The Articles of Association in the proposed wording.

Articles of Association

Qliro Group AB (publ), reg. no. 556035-6940

Adopted by the Extraordinary General Meeting on 21 November 2014.

N.B. This is an in-house translation of the of the authorised Swedish Articles of Association and for convenience only.

§ 1

The Company's name is Qliro Group AB (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 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.

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 200,000,000 and not more than SEK 800,000,000.

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 400,000,000 and Class C shares up to a maximum amount of 400,000,000.

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.
